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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: MULTIBRAND INTERNATIONAL INC.
AUDIT NUMBER.....H96000017475

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION**H96000017475****OF****MULTIBRAND INTERNATIONAL INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I**Name**

The name of the corporation is:

MULTIBRAND INTERNATIONAL INC.**ARTICLE II****Existence**

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV**Authorized Capital**

The corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

PREPARED BY:
Michael E. Chisum, Esquire
800 Douglas Road
Suite 331
Coral Gables, Florida 33156
Phone (305) 444-7282
FLORIDA BAR NO. 371143

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ARTICLE VAddress

The address of the principal office of the corporation, and its mailing address, is 8115 NW 29th Street, Miami, Florida 33122.

ARTICLE VIRegistered Office and Agent

The street address of the corporation's initial registered office is 800 Douglas Road, Suite 351, Coral Gables, Florida 33134. The name of the initial registered agent at such office is Manuel E. Cabeza, Esquire.

ARTICLE VIIDirectors

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have three (3) directors. The name and address of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Yvan Degomme	8115 NW 29th Street Miami, Florida 33122
Cori Lima	8115 NW 29th Street Miami, Florida 33122
José Antonio Martins	Rua Hector Chiarello, 887 CEP 1420-520 Ribeirão Preto, São Paulo Brazil

ARTICLE VIIIIndemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation;

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(ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE IX

Incorporator

The name and address of the incorporator of the corporation is Manuel E. Cabeza, P.A., 800 Douglas Road, Suite 351, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of December 1996.


Manuel E. Cabeza

DEC-12-1996 18:04

EMPIRE CORPORATE KIT

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

Manuel E. Gabe

Manuel E. Gabe

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