

P96000101981

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: DEXON MAJOR CONSULTING CORPORATION  
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the  
Articles of Incorporation for the above corporation and a  
check in the amount of \$122.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142  
ORLANDO, FLORIDA 32809  
(407) 856-1906

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-12/17/96--01020--007  
\*\*\*\*122.50 \*\*\*\*122.50

Dmc  
12/18/96

EFFECTIVE DATE  
12-12-96

FILED  
96 DEC 16 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Note: Additional copy of Articles is needed only when  
certified copy is requested.

**ARTICLES OF INCORPORATION  
OF  
DEXON MAJOR CONSULTING CORPORATION**

FILED  
96 DEC 16 PM 11:02  
SECRET  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is DEXON MAJOR CONSULTING CORPORATION  
initial address: 7618 Pissarro Dr. #305, Orlando, FL 32819.

EFFECTIVE DATE

**ARTICLE II - DURATION**

12-12-96

This Corporation shall have perpetual existence commencing  
on December 12, 1996.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted  
under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares  
of Ten (\$10.00) Dollar par value common stock, which shall be  
designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and  
office of this Corporation is Flavio Vasques De Oliveira Ventura,  
7618 Pissarro Dr. #305, Orlando, FL 32819.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have Three (3) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Flavio Vasques De Oliveira Ventura	7618 Pissarro Dr. #305 Orlando, FL 32819
Conrado Arantes De Oliveira Ventura	7618 Pissarro Dr. #305 Orlando, FL 32819
Leandro Arantes De Oliveira Ventura	7618 Pissarro Dr. #305 Orlando, FL 32819

#### **ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### **ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is

Flavio Vasques De Oliveira Ventura, 7618 Pissarro Dr. #305, Orlando, FL 32819.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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

President

  
Flavio Vasques De Oliveira Ventura,

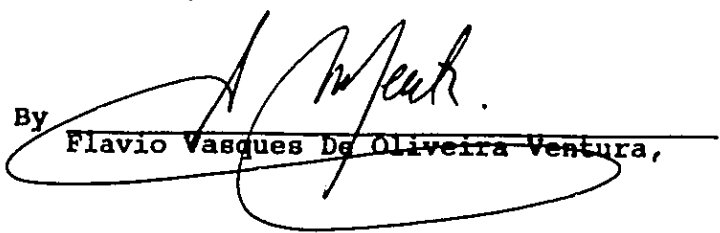
**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 12th DAY OF December, 1996.

Registered Agent

By

  
Flavio Vasques De Oliveira Ventura,

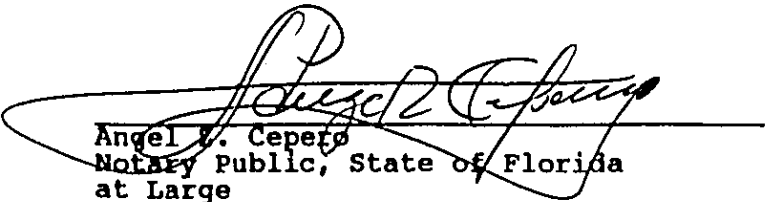
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Flavio Vasques De Oliveira Ventura, known to me and known by me to be the person who, as Incorporator of DEXON MAJOR CONSULTING CORPORATION, and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Flavio Vasques De Oliveira Ventura, known to me and known by me to be the person who, as Registered Agent of DEXON MAJOR CONSULTING CORPORATION, and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th, day of December, 1996.

  
Angel Z. Cepeda  
Notary Public, State of Florida  
at Large

My Commission Expires:

