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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: B.C.E. INTERNATIONAL, CORP.

AUDIT NUMBER.....H97000000474

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
B.C.E. INTERNATIONAL, CORP.

The undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

ARTICLE I - NAME

The name of the corporation shall be B.C.E. INTERNATIONAL, CORP.

ARTICLE II - ACTIVITY

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

ARTICLE III - MAXIMUM SHARES

The maximum shares of stock, at ten cents (\$0.10) par value, that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares.

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will not be less than One hundred dollars (\$100.00) Dollars.

ARTICLE V - CAPITAL STOCK

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE VI - EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this Corporation shall be at:
5775 BLUE LAGOON DRIVE, SUITE 100
MIAMI, FLORIDA 33126

Robert A. Kravitz, Esq.
155 South Miami Avenue, PH-One
Miami, Florida 33130
Florida Bar No. 324711
(305) 539-0003

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ARTICLE VII - BOARD OF DIRECTORS

The number of the board of directors of the Corporation shall not be less than one person. No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

JOSÉ PEDRO TERRA DIRECTOR-PRESIDENT
RUA DA CONSOLAÇÃO, 368 - 16th FL.
SÃO PAULO, SP 01302-000 BRAZIL

KIYOSSI TAKITA DIRECTOR-VICE-PRESIDENT
RUA DA CONSOLAÇÃO, 368 - 16th FL.
SÃO PAULO, SP 01302-000 BRAZIL

PAULO SÉRGIO AMORIM DIRECTOR-SECRETARY
RUA DA CONSOLAÇÃO, 368 - 16th FL.
SÃO PAULO, SP 01302-000 BRAZIL

ALFREDO SÉRGIO RODRIGUES DIRECTOR-TREASURER
5775 BLUE LAGOON DRIVE SUITE 100
MIAMI, FLORIDA 33126

ARTICLE IX - SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The initial shareholders of the corporation will be:

B.C.E. BRAZILIAN COMÉRCIO EXTERIOR LTDA. 510 SHARES
RUA DA CONSOLAÇÃO, 368 - 11th FL.
SÃO PAULO, SP 01302-000 BRAZIL

**B.C.E. CORPORATION IMPORTAÇÃO E
EXPORTAÇÃO LTDA. 490 SHARES**
RUA DA CONSOLAÇÃO, 368 - 10th FL.
SÃO PAULO, SP 01302-000 BRAZIL

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ARTICLE X - INCORPORATORS

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

PAULO SÉRGIO AMORIM
RUA DA CONSOLAÇÃO, 368 - 16th FL.
SÃO PAULO, SP 01302-000 BRAZIL

ALFREDO SÉRGIO RODRIGUES
5775 BLUE LAGOON DRIVE SUITE 100
MIAMI, FLORIDA 33126

ARTICLE XI - LIMITATIONS OF CORPORATE STOCK

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XII - FURTHER RIGHTS

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as herein stated.

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Subscribed at Miami, Dade County, Florida, this 8 day of JANUARY 1997.

ALFREDO SÉRGIO RODRIGUES

PAULO SÉRGIO AMORIM

STATE OF FLORIDA }
COUNTY OF DADE }

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **ALFREDO SÉRGIO RODRIGUES** and **PAULO SÉRGIO AMORIM** who, after showing PASSPORTS as identity and being duly sworn by me, depose and say that they signed the above foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 8 day of JANUARY 1997.



G. Guerra
Notary Public, State of Florida

My commission expires:

**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That **B.C.E. INTERNATIONAL, CORP.** is qualified to do business under the laws of the State of Florida, with its principal office at **5775 BLUE LAGOON DRIVE SUITE 100- MIAMI, FLORIDA 33126** and has appointed **ALFREDO SÉRGIO RODRIGUES** at the same principal office address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

ALFREDO SÉRGIO RODRIGUES
Registered Agent

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