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NIEVES, MELON TAX &
ACCOUNTING SERVICES, INC.
439 W. VINE ST.
KISSIMMEE, FL 34741

January 17, 1997

Florida Department of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/22/97--01062--002
*****70.00 *****70.00

Dear sirs:

Enclosed you will find the articles of incorporation for
Polymark USA, Inc., along with a check for \$170.00
for filing, certified copy, and registered agent designation
fees.

Please send acknowledgement to:

Nieves, Melon Tax & Accounting Services, Inc.
439 W. Vine St.
Kissimmee, Florida 34741

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

POLYMARK USA, INC.

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The undersigned incorporator makes, acknowledges, and files with the Department of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be Polymark USA, Inc., and its principal place of business shall be 4903 Old Winter Garden Rd., Orlando, Florida, 32861; but it may establish branch offices at any other points deemed advisable by its board of directors within the State of Florida.

ARTICLE II

Term of Existence

This corporation shall have a perpetual existence.

ARTICLE III

Nature of Business

The purpose or purposes for which the corporation is organized is to engage or transact in any and all lawful activities or business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Nivaldo Ribeiro. The street address of the initial registered office of this corporation is 4903 Old Winter Garden Rd., Orlando, Florida, 32861.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than three (3), except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Nivaldo Ribeiro	213 Jemond Ct. Orlando, FL 32835
Valdemir Campos Passos	14275 Lord Barkley Dr. Orlando, FL 32837
Einnio Sandro Melilli	7849 Bridgeston Dr. Orlando, FL 32835

ARTICLE VIII
Incorporator

The name and street address of the incorporator is:

Name	Address
Nivaldo Ribeiro	213 Jemond Ct. Orlando, FL 32835

ARTICLE IX

Bylaws

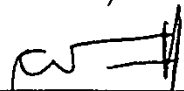
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 17th day of JANUARY, 1997.



Nivaldo Ribeiro, Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

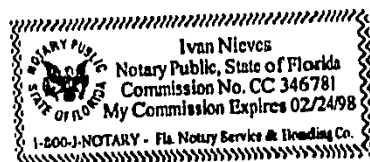
Before me personally appeared Nivaldo Ribeiro, to me well known and known to me to be the individual described in and who executed the above foregoing Articles of Incorporation, and acknowledged before me that the above individual executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 17th day of JANUARY, 1997.



Notary Public, State of Florida

My commission expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In compliance with the Florida Business Corporation Act, the
following is submitted:

That Polymark USA, Inc., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at City of Orlando, State of Florida, has named Nivaldo
Ribeiro, located at 4903 Old Winter Garden Rd., Orlando, Florida,
32861, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.



Nivaldo Ribeiro, Registered Agent

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