

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: ShoppLand Corporation

C.C. FEE.

DISBURSED

_____ Capital Express™
_____ Art. of Inc. Filing
_____ Corp. Record Search
_____ Ltd. Partnership Filing
_____ Foreign Corp. Filing
_____ () Cert. Copy(s)

_____ Art. of Amend. Filing
_____ Dissolution/Withdrawal
_____ C U S -
_____ Fictitious Name Filing

_____ Name Reservation
_____ Annual Report/Reinstatement
_____ Reg. Agent Service
_____ Document Filing

_____ Corporate KII
_____ Vehicle Search
_____ Driving Record
_____ Document Retrieval

_____ UCC 1 or 3 Filing
_____ UCC 11 Search
_____ UCC 11 Retrieval
_____ File No.'s, _____ Copies
_____ Courier Service
_____ Shipping/Handling
_____ Phone ()
_____ Top Priority
_____ Express Mail Prep.
_____ FAX () pgs.

SUBTOTALS _____

FEE..... \$ _____

DISBURSED..... \$ _____

SURCHARGE..... \$ _____

TAX on corporate supplies..... \$ _____

SUBTOTAL..... \$ _____

PREPAID..... \$ _____

BALANCE DUE..... \$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

WALK-IN
Will Pick Up _____

FILED

97 MAR 18 PM 3:51

STATE
OF FLORIDA

ARTICLES OF INCORPORATION OF SHOPPLAND CORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I, Name

The name of the corporation shall be:
Shoppland Corporation

Article II, Mailing Address

The mailing address of this corporation shall be:
5548 International Drive, Orlando, Florida 32819

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Carlos Lopes Pontes Câmara
Address
5548 International Drive, Orlando, Florida 32819

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Carlos Lopes Pontes Câmara
Address
5548 International Drive, Orlando, Florida 32819

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Article VI, Purpose.

The purpose of this corporation shall be to commerce, sell, buy, import and export all types of merchandise goods and services , as well as to be the representative of other companies if so is desired. This Corporation will also trade business with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

Carlos Eduardo Lopes Pontes Câmara - President, VP, Treasurer, Secretary and Director

Postal address at:

5548 International Drive, Orlando, Florida 32819

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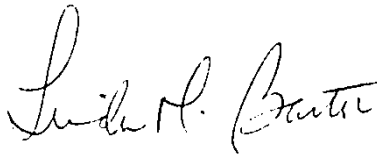
Affidavit

State of Florida, Orange County.

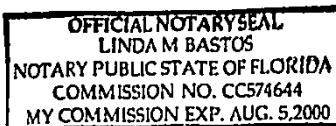
Before me this day personally appeared Carlos Eduardo Lopes Pontes Câmara, who being duly sworn, depose and say that he is the Incorporator of Shoppland Corporation, and is hereby duly authorized, responsible and apt to incorporate according to the Statutes of the State of Florida.


Carlos Eduardo Lopes Pontes Câmara

Sworn to and subscribed before me this 17th day of March 1997.



Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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NOTARY PUBLIC
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SHOPPLAND CORPORATION

2. The name and address of the registered agent and office is:

CARLOS LOPES PONTES CAMARA

(Name)

5548 International Drive

(P.O. Box not acceptable)

Orlando, Florida 32819

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
(Signature)

Linda M. Bastos

OFFICIAL NOTARY SEAL
LINDA M BASTOS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC574644
MY COMMISSION EXP. AUG. 5, 2000