



THE UNITED STATES
CORPORATION
COMPANY

P 97000026494

ACCOUNT NO. : 072100000032

REFERENCE : 306060 131156A

AUTHORIZATION : *Patricia Pajot*

COST LIMIT : \$ 70.00

ORDER DATE : March 25, 1997

ORDER TIME : 8:52 AM

ORDER NO. : 306060-005

700002123467--2

CUSTOMER NO: 131156A

CUSTOMER: Barry N. Brumer, Esq
BARRY N. BRUMER, ESQ

Major Center Office Plaza
Suite 230 5728 Major Boulevard
Orlando, FL 32819

FILED
97 MAR 25 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LUPORINI CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

RECEIVED
97 MAR 25 AM 10:04
DIVISION OF CORPORATION

84 MAR 25 1997

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation, pursuant to Chapter 607, Florida Statutes, adopt(s) the following of Incorporation of such corporation:

FILED
97 MAR 25 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

LUPORINI CORPORATION

The principal place of business of this Corporation shall be:

8825 Latrec Avenue # 304
Orlando, FL 32819

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders.

ARTICLE VII - STOCK SUBSCRIBERS

The name and address of the stock subscribers are:

NAME: LUPORINI ROLAMENTOS LTDA.
ADDRESS: Rua Anhaia, 995-999, Bom Retiro
Sao Paulo, SP Brazil 608

NAME: Alex Pereira Soares
ADDRESS: 8825 Latrec Avenue # 304
Orlando, FL 32819 408

ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Alex Pereira Soares
ADDRESS: 8825 Latrec Avenue # 304, Orlando, FL
OFFICE: President

NAME: Anna Lucia Barboza Luporini
ADDRESS: 8825 Latrec Avenue # 304, Orlando, FL
OFFICE: Treasurer/Secretary

ARTICLE IX - AMENDMENT

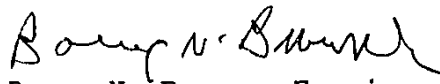
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

ARTICLE XI - REGISTERED AGENT

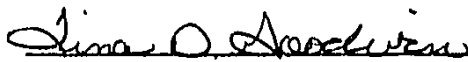
The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.


Barry N. Brumer, Esquire

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 18th day of March, 1997.

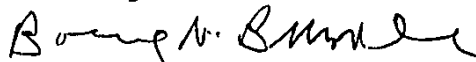


Notary Public
State of Florida at Large
My Commission Expires:



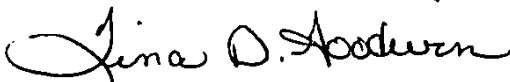
ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for LUPORINI CORPORATION.



Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 18th day of March, 1997.



Notary Public
State of Florida at Large
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA