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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MADE BRAZ, INC.

AUDIT NUMBER.....H97000005295

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

MADE BRAZ, INC.

ARTICLE I NAME OF CORPORATION

The name of this corporation shall be:
MADE BRAZ, INC.

With the principal place of business located at:
13241 SW 100TR
KENDALL, FL 33186

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of Common Stock, par value \$0.01 (one U.S. cent) per share.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
13241 SW 100TR.
KENDALL, FL 33186

The Name of the initial REGISTERED AGENT of this Corporation is:
MARCELO BARCELLOS

PREPARED BY: THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ
RICARDO SANTIAGO SANCHEZ, ESQ., FLA. BAR # 835285
141 NE 3RD AVE 9TH FLOOR, MIAMI, FL 33132(305) 373-6211

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have .2 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - MARCELO BARCELLOS
Secretary - FABRICIO MARTINS

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is:

MARCELO BARCELLOS
13241 SW 100TR.
KENDALL, FL 33067

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

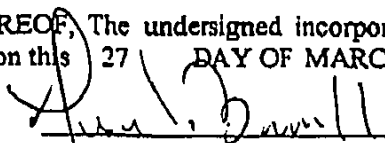
ARTICLE IX
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 27 DAY OF MARCH OF 1997



Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT MADE BRAZ, INC. DESIRING TO ORGANIZE UNDER THE LAWS
OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE
IN THE COUNTY OF DADE, STATE OF FLORIDA HAS APPOINTED:

MARCELO BARCELLOS

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

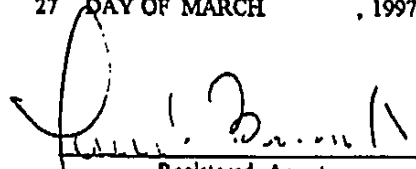
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

MADE BRAZ, INC.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT
FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 27 DAY OF MARCH, 1997.



Registered Agent

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUTY SET FORTH ABOVE,
PERSONALLY APPEARED.

MADE BRAZ, INC..

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE
ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND
AFFIXED MY OFFICIAL SEAL,

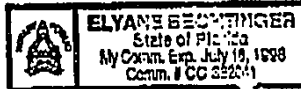
IN THE STATE AND COUNTY AFORESAID

THIS 27 DAY OF MARCH , 1997.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SPECIFIC POWER OF ATTORNEY

BE IT KNOWLEDGED, THAT I, MADE BRAZ, INC. OF MIAMI, FL, THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ OF MIAMI, FL - AS MY ATTORNEY IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE IRS., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION, THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 27 DAY OF MARCH, 1997.

STATE OF FLORIDA
COUNTY OF DADE

On / / before me, RICARDO SANTIAGO SANCHEZ personally appeared:

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____
Notary Public

Affiant Known Produced ID
Type of ID

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