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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SILICON MICRO SYSTEM, INC.

AUDIT NUMBER.....H97000005672

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....0

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CERTIFICATE OF INCORPORATION
OF
SILICON MICRO SYSTEM, INC.

FILED
97 APR -8 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Silicon Micro System, Inc.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in , have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents , franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate in debtment as required.

PREPARED BY: CARLOS SOLANO
1235 ALTON ROAD
MIAMI BEACH, FL. 33139
(305) 674-1681

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To purchase the corporate assets of any other corporation and engage in the same or other character of business.
To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of common stock having a nominal of \$100.00 Par/ value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000.00 (One Thousand 0/100)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 7135 Collins Ave Suite # 801 Miami Beach Fl. 33141. The board of directors may from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation is:

Landulfo Oliveira
7135 Collins Ave., Suite 801, Miami Beach Fl.

President
Secretary

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT


The registered office shall be at 7135 Collins Ave., Suite #801, Miami Beach, Fl. 33141, and the registered agent being Landulfo Oliveira.

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ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board of directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.


Landulfo Oliveira
President
Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.34 Florida Statutes, the following is
submitted, in compliance with said act:

FIRST: That, Silicon Micro System, Inc. desiring to organize or
qualify under the laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at city of Miami, county of
DADE, and state of Florida has hereby named Landulfo Oliveira of
7135 Collins Ave # 801 Miami Beach, FL 33141 as its agent to
services of process within this state.

ACKNOWLEDGMENT:

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 provision of said act relative to keeping open said office.



Landulfo Oliveira
Register Agent.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Landulfo Oliveira of Silicon Micro System, Inc. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 5t day of the month of April, 1997.


NOTARY PUBLIC SEAL

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
CARLOS BOLAND
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC310024
MY COMMISSION EXP. JAN. 3, 1998

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