

**Business Appraisal
& Solutions Inc.**

801 Brickell Avenue, 9th Floor Miami, FL 33131

P97000031990

April 4, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sirs:

Subject: Business Appraisal and Solutions Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :
\$ 78.75

for the filing fee and certificate.

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-04/07/97--01130--012
*****78.75 *****78.75

FROM: Matias Wolf

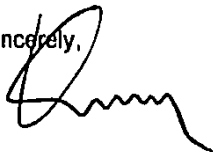
7321 Belle Meade Island Drive

Miami- FL 33138-5255

Phone : (305) 756 8850

FILED
97 APR -7 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,



Matias Wolf

APR - 9 1997


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FILED
SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BUSINESS APPRAISAL & SOLUTIONS, Inc.**

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 laws of the State of Florida.

Article I - Name

The name of this corporation is **Business Appraisal & Solutions, Inc.**

Article II - Nature of Business

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock without nominal or par value. The consideration to be paid for each share is to be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable. Said stock shall be issued pursuant to a plan under Section 11244 of the Internal Revenue Code of 1954, as amended.

Article IV - Initial Capital

The amount of capital with which this corporation will begin business is \$ 500.00.

Article V - Term of Existence

This corporation is to exist perpetually.

Article VI - Principal Office

The initial street address of the principal office of this corporation in the State of Florida is 801 Brickell Avenue, 9th Floor, Miami FL 33131. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

Article VII - Directors

This corporation shall have not less than one director.

Article VIII - Initial Directors

The names, titles and addresses of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Rodolfo Falland	President	Rua Genesio Benjamin, 37 13561-231 Sao Carlos - SP BRAZIL
Federico Falland	Secretary	Rua Genesio Benjamin, 37 13561-231 Sao Carlos - SP BRAZIL

These officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified.

Article IX - Subscribers

The names and addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rodolfo Falland	Rua Genesio Benjamin, 37 13561-231 Sao Carlos - SP BRAZIL

Article X - Initial Registered Office and Agent

The street address of the initial Registered Office of this corporation is 710 S. Dixie highway, FL 33146-2602 and the name of the initial Registered Agent of this corporation is J.M. Guarch, Jr. Esquire, C/O Aran, Correa & Guarch P.A.

Article XI - Amendments

These Articles of Incorporation may be amended in the manner provided by law. 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 Stockholders entitled to vote thereon.

Article XII - Reimbursement

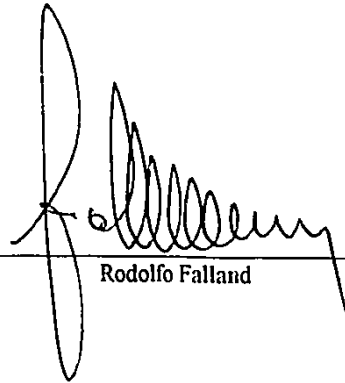
The corporation shall reimburse all authorized employees for any out-of-pocket expenses for traveling and automobile expenses.

Also, the corporation has the right to enter into, at its option, for the benefit of the employees, a pension and or profit sharing plan, retirement plan or incentive plan.

ARTICLE XIII - Inspection of Books of Corporation.

The Board of Directors, from time to time, shall determine whether and to what extent of what time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders. No Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors or by resolution of the Stockholders.

In witness whereof, the undersigned have made and subscribed to these Articles of Incorporation at Miami - Florida, this 26th day of March, 1997 for the uses and purposes aforesaid.

A handwritten signature in black ink, appearing to read 'Rodolfo Falland', is written over a horizontal line. The signature is stylized with a large, looped initial 'R' and a series of connected, wavy strokes for the rest of the name.

Rodolfo Falland

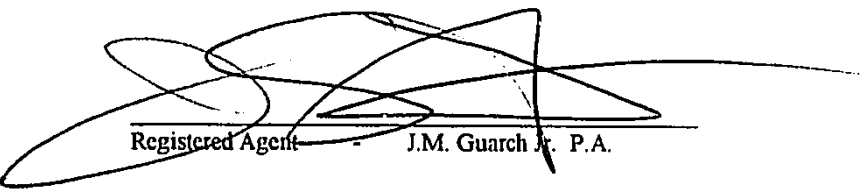
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

BUSINESS APPRAISAL & SOLUTIONS, Inc.

desiring to organize 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, State of Florida, has named *J.M. Guarch, Jr.*, located at *710 S. Dixie Highway, Coral Gables, FL 33146*, as its agent to accept service of process within this State.

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, *I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.*


Registered Agent

J.M. Guarch Jr. P.A.

Miami, 3/27 1997

FILED
97 APR -7 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA