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ACCOUNT NO. : 072100000032

REFERENCE : 332574 7108053

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 16, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 332574-005

CUSTOMER NO: 7108053

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CUSTOMER: George G. Sirota, Esq
GEORGE G. SIROTA, P.A.

Suite 4600
200 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: IN BALI, INC.

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: Deborah Schroder

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

IN BALI, INC.

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

IN BALI, INC.

**1835 Brickell Ave. Suite 42
Miami, Florida 33129**

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**BENTO ROBERTO M. MADEIRA
1834 Brickell Ave. Suite 42
Miami, Florida 33129**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The name and address of the initial directors of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
BENTO ROBERTO M. MADEIRA	1834 Brickell Ave. Suite 42 Miami, Florida 33129
TANIA A. BEGUINATI	1834 Brickell Ave. Suite 42 Miami, Florida 33129

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

ARTICLE VII
INCORPORATORS

The name and post office of the Incorporators executing these Articles of Incorporation is as follows:

INCORPORATOR

ADDRESS

BENTO ROBERTO M. MADEIRA

**1834 Brickell Ave. Suite 42
Miami, Florida 33129**

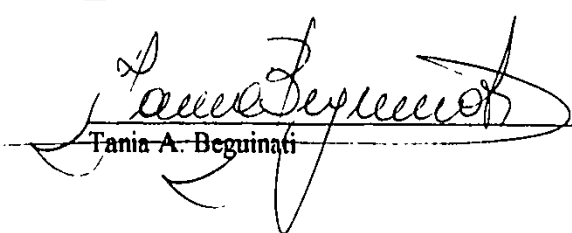
TANIA A. BEGUINATI

**1834 Brickell Ave. Suite 42
Miami, Florida 33129**

The undersigned, being the original subscribers to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set his and her hands and seals this

31 day of MARCH, 1997.


Bento Roberto M. Madeira


Tania A. Beguinati

STATE OF FLORIDA)

) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of DADE, to take acknowledgments, personally appeared **BENTO ROBERTO M. MADEIRA**, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who presented the following identification: BRAZIL PASSPORT # CG 142854

WITNESS my hand and seal at Miami, DADE County, Florida
this 31 day of MARCH, 1997.


Notary Public
State of Florida

My Commission expires:



MARIA FATIMA SIROTA
My Commission CC580511
Expires Jun 10, 2000

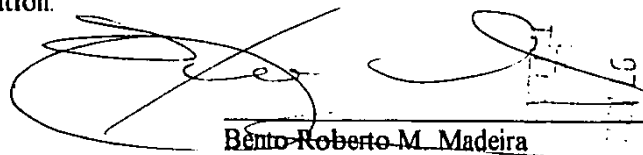
**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates

BENTO ROBERTO M MADEIRA, as its registered Agent to accept service of process
within this State.


Bento Roberto M. Madeira

The undersigned hereby accepts the foregoing designation as Registerent Agent for
service of process within the State of Florida, and agrees to comply with the provisions of
the law applicable to said designation.


Bento Roberto M. Madeira

97 JUL 16 PM 1:16
AGENCY OF
FLORIDA