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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: AMERICAN TRADE IMPORT AND EXPORT, INC.  
AUDIT NUMBER.....H97000007313  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 6  
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STATE OF FLORIDA  
TALLAHASSEE

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**ARTICLES OF INCORPORATION  
AMERICAN TRADE IMPORT AND EXPORT, INC**

**ARTICLE I**

The name of this corporation shall be:  
**AMERICAN TRADE IMPORT AND EXPORT, INC**

With the principal place of business located at:  
**141 NE 3 RD AVENUE # 903  
MIAMI FL 33.132**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 \$1.00(one U.S. dollar) 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:  
**141 NE 3 RD AVENUE  
MIAMI FL 33.132**

The Name of the initial REGISTERED AGENT of this Corporation is:  
**MAURICIO CORTES DE BARROS SILVEIRA**

PREPARED BY: THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ  
RICARDO SANTIAGO SANCHEZ, ESQ., FLA BAR # 835283  
141 NE 1<sup>ST</sup> AVE 9<sup>TH</sup> FLOOR, MIAMI, FL 33132(305) 173-6311

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ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This Corporation shall have 3 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 - MAURICIO CÔRTEZ DE BARROS SILVEIRA  
Vice President - JAIME DOS SANTOS PORTUGAL  
Director - JOÃO RENATO CÔRTEZ DE BARROS SILVEIRA

ARTICLE VII  
INCORPORATOR

The name and address of the person signing this article is:  
MAURICIO CÔRTEZ DE BARROS SILVEIRA  
141 NE 3 RD AVENUE # 903  
MIAMI FL 33.132

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 01 DAY OF MAY OF 1997

  
Incorporador

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97 MAY -5 AM 7:46  
STATE OF FLORIDA  
TALLAHASSEE

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

**WITNESSETH:**

THAT AMERICAN TRADE IMPORT AND EXPORT, 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:

**MAURICIO CORTES DE BARROS SILVEIRA**

**AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.**

**ACKNOWLEDGMENT:**

**HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:**

**AMERICAN TRADE IMPORT AND EXPORT, 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 01 DAY OF MAY , 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 COUNTY SET FORTH ABOVE,  
PERSONALLY APPEARED.

MAURICIO CORTES DE BARROS SILVEIRA

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 01 DAY OF MAY, 1997.



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE



STATE  
TALLAHASSEE, FLORIDA

97 MAY -5 AM 7:46

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**SPECIFIC POWER OF ATTORNEY**

BE IT KNOWNED, THAT I, AMERICAN TRADE IMPORT AND EXPORT, INC. 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.

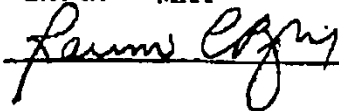
SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE IRS., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. 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 01 DAY OF MAY, 1997

STATE OF FLORIDA  
COUNTY OF DADE

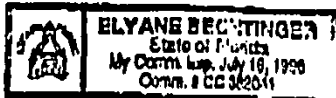


On / / before me, RICARDO SANTIAGO SANCHEZ personally appeared:

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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