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FILED  
97 MAY -9 PM 11:15  
TALLAHASSEE, FLORIDA

111 NE 1ST STREET, 9TH FLOOR  
MIAMI, FLORIDA 33132  
PHONE: [305] 373-6677 FAX: [305] 373-3109

May 6th, 1997

Secretary of State  
New Filing  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/12/97-01016-002  
\*\*\*122.50 \*\*\*122.50

Re: Reunidas International Corporation

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Incorporation for Reunidas International Corp. Enclosed also find a check in the amount of \$122.50 for filing fees.

Please file and return the copy to this office.

Thank you for your cooperation in this matter.

  
Valeria von Sperling

P. 01016-002  
MAY 14 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**REUNIDAS INTERNATIONAL CORPORATION**

The undersigned, hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations.

**Article 1**

The name of the corporation shall be: Reunidas International Corp.  
Its business shall be carried on any place in the State of Florida and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

Its principal office shall be at: 111 NE 1ST STREET, Suite 903A, MIAMI FL, 33132

**Article 2**

The general purpose for which the Corporation is initially organized is to transact any and all lawful business for which corporations may be incorporated in the Florida General Corporation Act, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair, or exposition. And to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**Article 3**

The maximum number of shares of stock of this Corporation is authorized to have outstanding at any time shall be five Hundred (500) shares at \$1.00 (One Dollar) par value stock. All the aforementioned stock is to be issued as fully paid for and exempt from assessment. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

**Article 4**

This Corporation shall begin business with a capital of \$500.00 (Five Hundred Dollars) and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$500.00 (Five Hundred Dollars).

**Article 5**

This Corporation shall exist perpetually.

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MIAMI, FLORIDA

#### Article 6

The principal place of business of this Corporation shall be located in Miami, Florida, and it may have such other places of business, both within or without the State of Florida, and in foreign countries, as may be necessary or convenient.

#### Article 7

The business of this Corporation shall be conducted by a Board of Directors not less than three (3) Directors, the exact number of directors to be fixed by the by-laws of this Corporation. Directors need not be stockholders.

#### Article 8

The name and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until its successors are elected and have qualified is:

111 NE 1st Street, Suite 903-A  
Miami, FL 33132

111 NE 1st Street, Suite 915  
Miami, FL 33132

#### Article 9

The officers to be held by the above named Directors are as follows:

Helio Lima: President

Luiz Ribeiro: Vice-President

The name and mailing address of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

Name	Address	Shares	Value
D.B. Transportes Ltda.	111 NE 1st Street, Ste. 903-A Miami, FL 33132	255	255.00
H.L. of America Corp.	111 NE 1st Street, Ste. 915 Miami, FL 33132	245	245.00

#### Article 10

The name and address of the initial registered agent and the address of the corporation is Valeria von Sperling, address: 111 NE 1st Street, 9th floor, Miami, FL 33132.

#### Article 11

The provisions of this charter, and each and every article and section hereof, and Bylaws of this corporation shall be considered a part of every contract and the transaction to which this corporation shall be a party. Every person, association and/or corporation

which this corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this corporation.

Article 12


The commencement of Corporate existence shall be on: filing the Articles of incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set our hands seals on this 6th day of May, 1997.

(SEAL)

  
\_\_\_\_\_  
Helio M. de Lima, for D.B. Transportes Ltda.

(SEAL)

  
\_\_\_\_\_  
Luiz C. Ribeiro for H.L. of America Corp.

STATE OF FLORIDA)

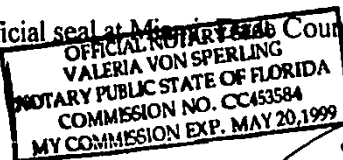
) ss:

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Helio M. de Lima and Luiz C. Ribeiro, who are personally known to me or have produced Florida Driver's License as identification, and who executed and subscribed the foregoing Articles of Incorporation and they acknowledged, before me, that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami-Dade County, this 6th day of May, 1997.

My Commission Expires:



Notary Public



**CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE.**

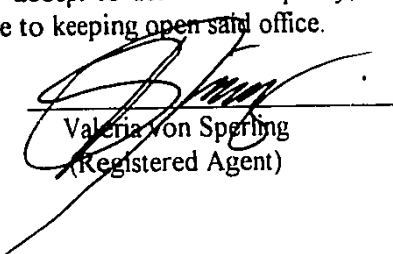
In pursuance of Chapter 48.091 of the Florida Statutes, following is submitted, in compliance with said Act:

First, REUNIDAS INTERNATIONAL CORPORATION , qualified to do business under the laws of this State, with its principal office at 111 NE 1st Street, Suite 903-A, Miami, Florida, County of Dade, has appointed Valeria von Sperling, with address at 111 NE 1st Street, 9th floor, Miami FL 33132, County of Dade, State of Florida, as the registered agent to accept service 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 accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

  
Valeria von Sperling  
(Registered Agent)

ARTICLE WPS

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