

5/20/97
Requestor's Name
mauro Santos
Address
25 SE 2nd Ave. #1235
Miami, FL 33131
City State ZIP Phone
#371-5252

Charter Number Only

200002186512--4
-05/21/97--01053--018
****122.50 ****122.50

DATE ONLY

CORPORATION(S) NAME

Saint Joseph Investment, Inc.

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W P Verifier	

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
SAINT JOSEPH INVESTMENT, INC.

FILED
97 MAY 21 PM 12:52
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

The undersigned subscriber to these Articles of Incorporation, the natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

SAINT JOSEPH INVESTMENT, INC.

ARTICLE II

PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A) Any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a nominal of par value of One Dollar (\$1.00) per share. The amount to be paid for each share shall be fixed by

This instrument prepared by:
MAURO C. SANTOS, ESQ.
25 S.E. 2nd Ave. Suite 1235
Miami, Florida 33131
Florida Bar no. 516759

the board of director, but in no event shall be less than \$1.00. In all events, the corporation may be paid in dollars, goods or services as provided in the By-Laws.

ARTICLE IV

TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than One Thousand Dollars (\$1,000.00).

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation is:

25 S.E. 2nd Avenue, Suite 1235
Miami, Florida 33131

The Board of Directors may from time to time move the principal offices to any other address.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be Mauro C. Santos, and the registered office shall be located at Ingraham Building, 25 S.E. Second Avenue, Suite 1235, Miami, Florida 33131, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State.

ARTICLE VIII

DIRECTORS

This corporation shall have not less than one director as set forth in the By-Laws. The names and street address of the first members of the Board of Directors of this corporation, who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

NAME	ADDRESS
PAULO ENEAS BONADIA	R. Ananguera, 446 Jardim Piratininga, Osasco Sao Paulo, SP, Brazil
MARCELO G. DE MELO	Rua Sao Sebastiao, 309 Chacara Santo Antonio Sao Paulo, SP, Brazil

ARTICLE IX

SUBSCRIBER

The name and street of the subscriber of the Articles of Incorporation:

NAME	ADDRESS
MAURO C. SANTOS	25 S.E. 2nd Ave. Suite 1235 Miami, Florida 33131

ARTICLE X

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what condition and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right

of inspection any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

ARTICLE XII

AMENDMENTS

These articles of Incorporation may be amended in the manner provided in the By-Laws. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholder's meeting by majority of the stock entitled to vote thereon, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

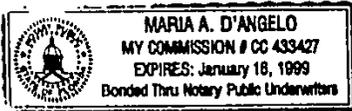
In Witness Whereof, I have hereunto set my hand and seal at Miami, Dade County, Florida this 20th day of MAY, 1997.

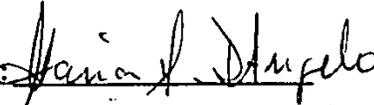

MAURO C. SANTOS

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 20th day of May, 1997, by Mauro C. Santos, who personally appeared before me at the time of notarization.

NOTARY PUBLIC-STATE OF FLORIDA:



Sign: 
Print: MARIA A. D'ANGELO

Personally Known OR Produced Identification

Type of Identification Produced:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept services or process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


MAURO C. SANTOS

92 MAY 21 PM 12:52
NOTARY PUBLIC STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Original
ck # 528
05/12/97
\$70.00
PA7000045148

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002183481--6
-05/19/97--01139--007
*****70.00 *****70.00

SUBJECT: Tax Reduction Specialists, Inc.
(Proposed corporate name - must include suffix)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jim Siler
Name (Printed or typed)

2517 Crooked Creek Point
Address

Middleburg Florida 32068
City, State & Zip

(904) 282-9880
Daytime Telephone number

FILED
STATE

NOTE: Please provide the original and one copy of the articles.

JS/5/21/97

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Tax Reduction Specialists, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2517 Crooked Creek Point
Middleburg, Florida 32068

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jim Siler
2517 Crooked Creek Point
Middleburg, Florida 32068

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Jim Siler, President

James K. Siler, Treasurer

Nenny K. Siler, Secretary

Kendra I Siler, Vice President

2517 Crooked Creek Point
Middleburg, Florida

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

12th day of May, 1997.

(An additional article must be added if an effective date is requested.)

Jim Siler
Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Tax Reduction Specialists, Inc.

2. The name and address of the registered agent and office is:

Jim Siler
(NAME)

2517 Crooked Creek Point
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Middleburg, FL 32068
(CITY/STATE/ZIP)

FILED
MAY 20 1997
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jim Siler
(SIGNATURE)

05/20/97
(DATE)