

P97000049440

USA-BRAZIL DISTRIBUTORS INC.
c/o A A Ali, CPA
6239 Edgewater Dr, Ste N3
Orlando, Florida 32810

June 2, 1997

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Fl 32399

400002203494--2
-06/05/97--01124--005
*****78.75 *****78.75

Re: USA-Brazil Distributors Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for USA-Brazil Distributors Inc. in the amount of \$78.75.

This represents the cost of the filing fees, Certificate of Status and fee for Registered Agent Designation for the above named corporation.

Very truly yours,



VC/kk
Enclosures

JUN 5

1

BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN -4 AM 8:53

FILED

ARTICLES OF INCORPORATION

of

USA-Brazil Distributors Inc.
(name of corporation)

FILED
97 JUN -4 AM 8:53
TALLAHASSEE, FLORIDA

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:
USA-Brazil Distributors Inc.
4349 S. Semoran Blvd, Unit 5 Orlando, Fl 32822

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of (One) Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name Vincent C. Coelho
Address 4349 S. Semoran Blvd., Unit 5
City Orlando Florida Zip 32822

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director(s) of the corporation are as follows:

Name Vincent C. Coelho, President

Address 4349 S. Semoran Blvd., Unit 5

City Orlando FL 32822

ARTICLE VII - INCORPORATORS

The name and address of the person(s) signing these articles of Incorporation are as follows:

Name Vincent C. Coelho

Address 4349 S. Semoran Blvd., Unit 5

City Orlando Florida Zip 32822

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 2nd day of June 1997.

Charles F. Hall (Seal)

_____(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF Orange)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

FL. DL. C400-863-54-16J-D

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 2nd day of June, 1997.

(Notary Seal)


Notary Public, State of Florida
at Large)

NOTARY PUBLIC - STATE OF FLORIDA
KYNDRA KEMP
COMMISSION # CC648516
EXPIRES 5/20/2001
BONDED THRU ASA 1-888-NOTARY1

My commission expires:

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

FILED
97 JUN -4 AM 8:53
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT
OF
USA-Brazil Distributors Inc.**

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 4349 S. Semoran Blvd., Unit 5

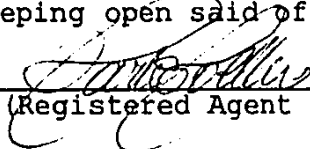
Orlando Florida 32822

has named Vincent C. Coelho

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 provisions of Florida Law in keeping open said office.



(Registered Agent)