TRANSMITTAL LETTER

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

P97000053050

97 JUN 16 PH 3: 10

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

SUBJECT: FOX U.S.A. COMPANY			
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Enclosed is an original and one (1) opposed the articles of incorporation and a pneck			
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FROM: DONALD SUTTON			
Name (printed or typed)			
8850 LAKEHURST I	<u>√.</u> # 100		
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ORLANDO, FL32	319		
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97 JUN 16 PK 3: 10

ARTICLES OF INCORPORATION OF FOX U.S.A. COMPANY

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

Article I, Name
The name of the corporation shall be:
Fox U.S.A. Company

Article II, Mailing Address
The mailing address of this corporation shall be:
4411 S. Kirkman Rd. # 204, Orlando, Fl 32811.

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address
The name and address of the initial registered agent is:
Ramilson N. Rocha Filho
4411 S. Kirkman Road, # 204, Orlando, FL 32811.

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Ramilson N. Rocha Filho Address 4411 S. Kirkman Road, # 204, Orlando, FL 32811. Continuation, Page 2

Article VI, Purpose.

The purpose of this corporation shall be to act in the tourism area, commerce, sell, buy, import and export all types of merchandise goods and services, as well as to be the representative of other companies if so is desired. This Corporation will trade with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

Ramilson N. Rocha Filho - President, Treasurer, Secretary and Director.

Postal address at: 4411 S. Kirkman Road, # 204, Orlando, FL 32811.

José C. B. Raposo - Vice President.

Postal address at: 4411 S. Kirkman Road, # 204, Orlando, FL 32811

Continuation, Page 3

Affidavit
State of Florida, Orange County.

Before me this day personally appeared Ramilson N. Rocha Filho, who being duly sworn, depose and say that he is the Incorporator of Fox U.S.A. Company, and is hereby duly authorized, responsible and apt to Incorporate according to the Statutes or the State of Florida.

Ramilson N. Rocha Filho

Sworn to and subscribed before me this

day of June, 1997.

Notary Public

DONALD A. SUTTON Notary Public, State of Florida My Comm. Expires May 31, 1998 No. CC 376691 Bonded Thru Officeal Notary Hersice

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: FOX U.S.A. COMP	7 NA
		
2.	The name and address of the registered agent and office is:	Ŧ <u>)</u> *
	RAMILSON W. ROCHA FILHO	BECKED BY JUN
	(Name)	I AR
	4411 S. KIRKNAN RD. #204	CORP CORP FLED
	(P.O. Box not acceptable)	3. 3.
	DRIANDO, FL 32811	ATIO 10
	(City/State/Zip)	

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.

(Signature)

STATE OF FLORIDA

COUNTY OF Days

Type of Identification Produced _

The foregoing instrument was acknowledged before

me this 17 day of 1414, 1977, by Hamilyn

Personally Known....OR Produced Identification...

DONALD A. SUTTON Notary Public, State of Fonda My Comm. Expires May 31, 1998 No. CC 378691

Bonded Thru Official Natury Bernice