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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: ALVES & MOREY, INC.

AUDIT. NUMBER.....H97000010630

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
ALVES & MOREY, INC.

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ARTICLE I-NAME

The name of this Corporation is ALVES & MOREY, INC.

ARTICLE II-DURATION

This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$1.00 par value, common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of

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EDUARDO R. GUERRERO
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fractional shares) at the price at which is offered to others.

**ARTICLE VII-INITIAL REGISTERED OFFICE
AND AGENT AND PRINCIPAL ADDRESS**

The street address of the initial registered office and principal address of this corporation is: 5501 N.W. 74th Avenue, Miami, Florida 33166. The name of the initial registered agent of this corporation at that address is: HAROLDO DE FREITAS ALVES.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time as provided for by the Bylaws. The names and addresses of the initial directors of this corporation are:

HAROLDO DE FREITAS ALVES	280 Carabela Ct. Coral Gables, Fl 33143
JOSE E. MOREY	85-67 67TH Road Rego Park, N.Y. 11374
VIVIANE AZEVEDO	280 Carabela Ct. Coral Gables, Fl 33143
RICARDO C. ALVES	280 Carabela Ct. Coral Gables, Fl 33143

ARTICLE IX-INCORPORATORS AND SUBSCRIBERS

The name and addresses of the persons signing these Articles are:

HAROLDO DE FREITAS ALVES	280 Carabela Ct. Coral Gables, Fl 33143
JOSE E. MOREY	85-67 67TH Road Rego Park, N.Y. 11374
VIVIANE AZEVEDO	280 Carabela Ct. Coral Gables, Fl 33143

RICARDO C. ALVES

280 Carabela Ct.
Coral Gables, Fl 33143ARTICLE X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite his name.

HAROLDO DE FREITAS ALVES.	20 Shares
JOSE E. MOREY	50 Shares
VIVIANE AZEVEDO	15 Shares
RICARDO C. ALVES.	15 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among the shareholder and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholder may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th day of June, 1997.

[Signature]
HAROLDO DE FREITAS ALVES

[Signature]
VIVIANE ALVEEDO

[Signature]
JOSE E. MOREY
[Signature]
RICARDO C. ALVES

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgement, personally

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appeared HAROLDO DE FREITAS ALVES, JOSE E. MOREY, VIVIANE AZEVEDO and RICARDO C. ALVES, to me known to be the persons described in and who executed the same for the purposes therein expressed, and who did take a oath.

WITNESS my hand and official seal in the County and State last aforesaid on this 25th day of June, 1997.

NOTARY PUBLIC - STATE OF FLORIDA
EDUARDO R. GUERRERO
COMMISSION # CC681776
EXPIRES 10-25-2000

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

Personally known or produced identification ✓
Type of identification produced Dura's License

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That ALVES & MOREY, INC., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at the City of Miami,
County of Dade, State of Florida has named HAROLDO DE FREITAS
ALVES, whose address is 5501 N.W. 74th Avenue, Miami, County of
Dade, State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

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:


HAROLDO DE FREITAS ALVES,
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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