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Secretary of State
DIVISION OF CORPORATIONS
P.O. Box #6327
Tallahassee, FL 32314

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****122.50 ****122.50

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation of NATHAN ROE ENTERPRISES, INC. and also the Certificate of Appointment of Statutory Agent for filing purposes. Please make the effective date of the corporation August 11, 1997.

I have also enclosed a check in the amount of \$122.50 to cover the costs as follows:

\$35.00 : Filing fees
\$52.50 : Certified Copy
\$35.00 : Registered Agent designation

Please forward a certified copy of the Articles of Incorporation to the below address:

Nathan G. Roe
1939 S.E. 173rd Court
Silver Springs, FL 34488

EFFECTIVE DATE
8-11-97

Thank you in advance for your kind and prompt attention to this matter, and should you have questions or need of further information please feel free to contact me at either the address as shown above, or by telephone at (352) 625-9109.

Sincerely,


Nathan G. Roe

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Bmc
8/14/97

ARTICLES OF INCORPORATION

OF

NATHAN ROE ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The NAME of this corporation shall be:

NATHAN ROE ENTERPRISES, INC.

ARTICLE II

DURATION

This corporation is to exist PERPETUALLY, commencing at 12:01 A.M., AUGUST 11, 1997.

EFFECTIVE DATE
8-11-97

ARTICLE III

NATURE OF BUSINESS

The general NATURE OF the BUSINESS to be transacted by this corporation is to manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety or fraternal benefit society, association or company, or any state fair or exposition.

In addition to the above the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property to include but not limited to franchises, patents, copyrights, trademarks and licenses in the State of FLORIDA and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the assets of any other corporation or business entity and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of FLORIDA or any other state or government, and while owner of such stock to exercise any and all of the rights, powers and privileges of ownership to include but not limited to the right to vote such stock;

(5) to engage in any and all other activity and/or business whatever permitted under the laws of the UNITED STATES and of the State of FLORIDA.

A R T I C L E I V

CAPITAL STOCK

The maximum number of shares of CAPITAL STOCK that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of COMMON stock with an initial par value of ONE AND NO HUNDREDTHS (\$1.00) DOLLAR per share. The par value of such stock may be adjusted from time to time by corporate resolution and dividends may be declared and distributed by the corporation to the respective shareholders of record at the total discretion of the Board of Directors of the corporation.

A R T I C L E V

SHAREHOLDERS OF CAPITAL STOCK

The name and address of each SHAREHOLDER of the capital stock of this corporation together with the number of shares and value thereof is as follows:

NAME AND ADDRESS	TOTAL SHARES	VALUE
NATHAN G. ROE 1939 S.E. 173RD COURT SILVER SPRINGS, FL 34488	100	\$ 100.00

A R T I C L E V I

PREEMPTIVE RIGHTS

Each and every shareholder, upon the sale for cash and/or other consideration of any new stock of this corporation of the same class and/or series as that which is already issued shall have the RIGHT to purchase a prorata share thereof at the price at which it is offered to others.

A R T I C L E V I I

PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing addresses of the PRINCIPAL OFFICE of this corporation are:

1939 S.E. 173RD COURT, SILVER SPRINGS, FL 34488

The corporation has designated as its REGISTERED AGENT to accept service of process:

NATHAN G. ROE

A R T I C L E V I I I

INCORPORATORS

The name and address of each INCORPORATOR of this corporation is:

NATHAN G. ROE

1939 S.E. 173RD COURT, SILVER SPRINGS, FL 34488

A R T I C L E I X

DIRECTORS

This corporation shall have TWO (2) DIRECTORS initially. The number of directors may be increased or diminished from time to time by by-laws and/or corporate resolution adopted and executed by the shareholders, but shall never be less than ONE (1). The name and address of each initial director of this corporation is:

NATHAN G. ROE

1939 S.E. 173RD COURT, SILVER SPRINGS, FL 34488

KUNIKO S. ROE

1939 S.E. 173RD COURT, SILVER SPRINGS, FL 34488

A R T I C L E X

BY-LAWS

The power to adopt, alter, amend or repeal BY-LAWS of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

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.

ARTICLE XII

INDEMNIFICATION

This corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now, or hereinafter enacted.

ARTICLE XIII

LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have any cause of action against any officers, directors, or agents of the corporation as a result of any action taken, or, as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of FLORIDA. The fact that this article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the courts of the State of FLORIDA are hereby granted the specific authority to restructure this article, on a case by case basis or generally, as required, to most fully give legal effect to its intent.

ARTICLE XIV

SPECIAL PROVISIONS

The following SPECIAL PROVISIONS that shall be applicable to this corporation are:

(1) that the fiscal year of the corporation shall be JANUARY 1 through DECEMBER 31; and

(2) that under the provisions of Section #1372 and Subchapter "S" of the Internal Revenue Code of 1986, as amended, the corporation hereby elects to be treated as an electing small business corporation; and

(3) that the corporation shall sell and issue shares of its common stock in accordance with Section #1244 of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation, this 12 day of August, 1997.

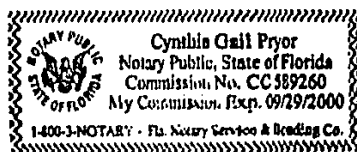

NATHAN E. ROE

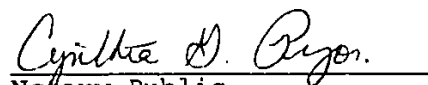
A C K N O W L E D G E M E N T

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared
NATHAN E. ROE,
known to be and known by me to be the person who executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 12th day of August, 1997.




Notary Public
State of FLORIDA at Large
My commission expires:

CERTIFICATE OF APPOINTMENT OF REGISTERED AGENT

FILED

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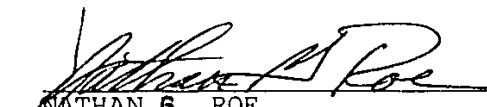
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST -- That NATHAN ROE ENTERPRISES, INC., desiring to organize under the laws of the State of FLORIDA with its principal office as indicated in the articles of incorporation within the City of SILVER SPRINGS, County of MARION and State of FLORIDA has named NATHAN B. ROE, located at 1939 S.E. 173RD COURT in the City of SILVER SPRINGS, County of MARION and State of FLORIDA as its REGISTERED AGENT to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as REGISTERED AGENT for NATHAN ROE ENTERPRISES, INC. at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as REGISTERED AGENT for said corporation.


NATHAN B. ROE

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000013384 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: OLIVEIRA SERVICES OF FLORIDA, CORP.

AUDIT NUMBER.....H97000013384

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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BM 8/14/97

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**ARTICLE OF INCORPORATION OF
OLIVEIRA SERVICES OF FLORIDA, CORP.**

ARTICLE I NAME

The name of this corporation is OLIVEIRA SERVICES OF FLORIDA, CORP.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
8001 N.W. 7 ST # 8
MIAMI, FL 33126
TEL: (305) 265-1566

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ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 21482 Town Lakes Dr. # 822, Boca Raton, FL 33486. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have One(1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Ricardo A. de Oliveira	21482 Town Lakes Dr. Apt 822
President - Vice President	Boca Raton, FL 33486
Secretary - Treasurer	

ARTICLE VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Ricardo A. de Oliveira	21482 Town Lakes Dr #822	100%
	Boca Raton, FL 33486	

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ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Corporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

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ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 21482 Town Lakes Dr #822, Boca Raton, FL 33486 and the name of the initial registered agent of this corporation at that address is Ricardo A. de Oliveira.

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

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

1. OLIVEIRA SERVICES OF FLORIDA, CORP., desiring to organize under the laws of the State of Florida, with is principal office, as indicated in the Articles of Corporation at the Dade, State of Florida, has named Ricardo A.de Oliveira., located at 21482 Town Lakes Dr. # 822, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the aboce 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 said Act relative to Keeping open said office.


Ricardo Alvares de Oliveira

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Corporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 08 day of August, 1997.


Ricardo Azevedes de Oliveira

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