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TRANSMITTAL LETTER

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

800002289488--7
-09/10/97--01083--017
****122.50 ****122.50

SUBJECT: SÃO PAULO IMPORT AND EXPORT, 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

FROM: DONALD SUTTON
Name

5850 LAKEHURST DR. # 100
Address

ORLANDO, FL 32819
City, State & Zip

(407) 345-8282
Daytime Telephone number

FILED
97 SEP -9 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-20348



SUTTON & ASSOCIATES

TRANSLATIONS, ACCOUNTING, INVESTMENTS (THROUGH FIRST ALLIED SECURITIES), INCORPORATION AND
BUSINESS CONSULTING FOR FOREIGNERS AND INTERNATIONAL COMPANIES.

MAILING ADDRESS
P.O. Box 682036
Orlando, FL 32868-2036

CORPORATE OFFICE
5850 Lakeland Drive, Suite 100
Orlando, FL 32819-8367

Telephone: (407) 345-8282

Facsimile: (407) 345-7834

September 4, 1997

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

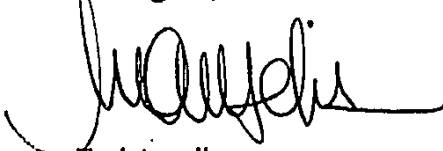
Attn.: Ms. Beth Register

Dear Ms. Register:

As per our telcom of yesterday, herewith please find our check # 2014 in the amount of \$122.50, replacing unsigned check # 1991 previously sent for payment of filing fees of São Paulo Import & Export Inc.

Once more, we thank you for your attention.

Best regards,



Toni Angelis

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF SÃO PAULO IMPORT AND EXPORT, INC.

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:
São Paulo Import and Export, Inc.

Article II, Mailing Address

The mailing address of this corporation shall be:
4626 Oak Haven Dr. # 203, Orlando, FL 32839

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:
Douglas M. Rodrigues
4626 Oak Haven Dr. # 203, Orlando, FL 32839

Article V, Incorporator.

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

Douglas M. Rodrigues
Address
4626 Oak Haven Dr. # 203, Orlando, FL 32839

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Article VI, Purpose.

The purpose of this corporation shall be to commerce, sell, buy, import and export all types of merchandise goods and services , including professional services of free-lancer and public relations, as well as to be the representative of other companies if so is desired and intermediate the business of car retail and wholesale. 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:

Carmen Olmedo Rodrigues - President, Director and Treasurer.

Postal address at:

4626 Oak Haven Dr. # 203, Orlando, Fl 32839

Douglas M. Rodrigues - Vice President and Secretary.

Postal address at:

4626 Oak Haven Dr. # 203, Orlando, Fl 32839

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Affidavit

State of Florida, Orange County.

Before me this day personally appeared Douglas M. Rodrigues, who being duly sworn, depose and say that he is the Incorporator of São Paulo Import and Export, Inc., and is hereby duly authorized, responsible and apt to incorporate according to the Statutes or the State of Florida.



Douglas M. Rodrigues

Sworn to and subscribed before me this 29th day of August, 1997.


Notary Public

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

**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: SÃO PAULO IMPORT AND
EXPORT, INC.

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

DOUGLAS M. RODRIGUES
(Name)
4626 OAK HAVEN DR. #203
(P.O. Box not acceptable)
ORLANDO, FL 32839
(City/State/Zip)

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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.


(Signature)



STATE OF FLORIDA

COUNTY OF _____

The foregoing instrument was acknowledged before
me this ____ day of ____, 19____, by _____

Personally Known ___ OR Produced Identification _____

Type of Identification Produced _____

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