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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: AMOARAS OF USA CORPORATION

AUDIT NUMBER.....H97000015508

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

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

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P. 61-1114-000

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ARTICLES OF INCORPORATION OF  
**AMOARAS OF USA Corporation**

**ARTICLE I**  
**NAME**

The name of the corporation is AMOARAS OF USA Corporation.

**ARTICLE II**

**TERM OF CORPORATE EXISTENCE**

The corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III**

**PERMITTED ACTIVITY**

The corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 common shares with par value of \$1.00.

**ARTICLE V**

**PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares,

or any Warrants or any instruments evidencing rights or options to subscribe for, purchase,  
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or otherwise acquire such shares.

**ARTICLE VI  
PRINCIPAL OFFICE**

The address of the principal office and mailing address of the corporation is 168 SE 1st Street Suite 601, Miami, FL 33131.

**ARTICLE VII  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 168 SE 1st Street, Suite 60, Miami FL 33131. The name of the initial registered agent to this corporation at that address is Marina Gondim Motta.

**ARTICLE VIII  
DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

**ARTICLE IX  
SUBSCRIBER**

The name and address of the person signing the Articles is: Julio Maria Gondim Motta, 168 SE 1st Street Suite 601, Miami FL 33131.

**ARTICLE X  
INDEMNIFICATION**

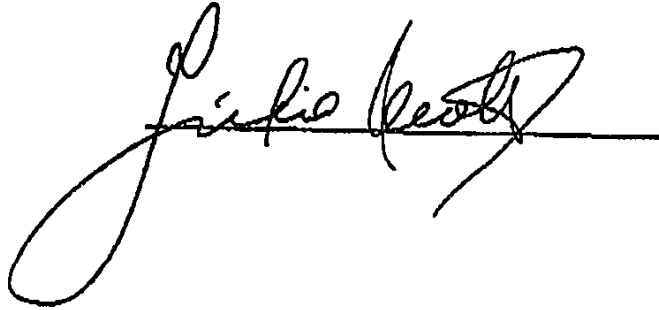
The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by

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law.

IN WITNESS WHEREOF, the undersigned, subscriber, has executed these Articles of  
Incorporation this September 16, 1997.

A handwritten signature, appearing to read "Leslie Keith", is written over a horizontal line. The signature is in cursive and includes a large loop at the end.

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STATE OF FLORIDA)  
COUNTY OF DADE )

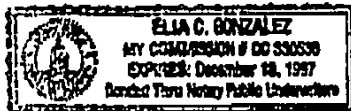
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Julio Maria Gondim Motta, well known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this September 16, 1997.



NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



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

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted, in compliance with said Act;

That AMOARAS OF USA Corporation 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 Julio Maria Gondim Motta, located at 168 SE 1st Street Suite 601, Miami Fl, 33131, as its Registered Agent to accept service of process within this State.

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 of 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

Julio Maria Gondim Motta

DATE:

September 16, 1997

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