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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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NAME: U.S.A. BRASIL CORP.

AUDIT NUMBER.....H97000015629

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

U.S.A. BRASIL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: U.S.A. BRASIL CORP.

The principal place of business of this corporation shall be:
145 E. Flagler St., #A-19 Miami FL 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is 500 @ \$1. authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JULIO CESAR SOTO, PRESIDENT	145 E. Flagler St., A-19 Miami FL 33131
ROSEANE FARIAS MARTINS MEDEIROS, TREASURER	145 E. Flagler St., A-19 Miami FL 33131
ANDERSON DE BARROS MEDEIROS, SECRETARY	145 E. Flagler St., A-19 Miami FL 33131

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JULIO CESAR SOTO	145 E. Flagler St., A-19 Miami FL 33131
ROSEANE FARIAS MARTIN MEDEIROS	145 E. Flagler St., A-19 Miami FL 33131
ANDERSON DE BARROS MEDEIROS	145 E. Flagler St., A-19 Miami FL 33131

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 19 day of September, 19 97

Signature(s) of Incorporator(s)

[Signature]

[Signature]

[Signature]

JOSE NAB
3899 NW 7TH ST, SUITE 203
MIAMI, FL 33126
(305) 541-3980

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.325 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: U.S.A. BRASIL CORP.

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

JULIO CESAR SOTO

145 E. Flagler St., #A-19

(P.O. BOX NOT ACCEPTABLE)

Miami FL 33131

(CITY/STATE/ZIP)

SIGNATURE * 

(Corporate Officer)

TITLE President

DATE September 19, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE * 

(Registered Agent)

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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