

P97000093183

VALERIA KASSANDRAS
13602 S.W. 83 AVENUE
MIAMI, FL 33158
(305) 232-1580

October 27, 1997

SECRETARY OF STATE
Attn.: New Filings
409 E. Gaines Street
Tallahassee, Florida 32399

100002333151--4
-10/29/97--01111--014
****122.50 ****122.50

Re: *Filing of new corporation*
CAM Asset Management Corporation

Gentlemen:

Enclosed herewith please find original and two copies of the above referenced corporation. I have enclosed a check in the amount of \$122.50 to cover the amount to file same.

I have also enclosed a self stamped address express mail so that you would be so kind as to express mail me the filed corporation as soon as possible.

I thank you kindly for your courtesies and should you have any question, please do not hesitate to contact me.

Sincerely,

VALERIA KASSANDRAS

VK/mm

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 29 PM 10:07

10/30/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 29 AM 10:07

ARTICLES OF INCORPORATION
OF
CAM ASSET MANAGEMENT CORPORATION

The undersigned incorporator of these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be CAM ASSET MANAGEMENT CORPORATION.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 13602 S.W. 83 Avenue, Miami, Dade, Florida 33158.

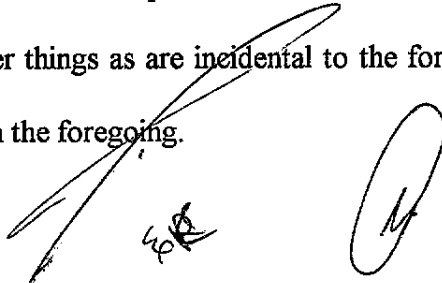
ARTICLE III

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The block contains two handwritten signatures. The first is a large, stylized signature that appears to be 'L. P.' or similar, written in dark ink. The second is a smaller, more compact signature or set of initials, also in dark ink, located to the right of the first signature.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is ten thousand shares (10,000) of common stock, having a nominal or par value of three thousand dollars (\$3,000.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$3,000.000.

ARTICLE V

TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE VI

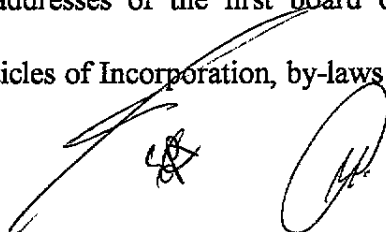
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be VALERIA KASSANDRAS, and the Registered Office shall be located at 13602 S.W. 83 Avenue, Miami, Florida 33158, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law. The aforementioned location does not constitute the principal office.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one nor more than five directors, as set forth in the By-laws. The names and street addresses of the first board of directors of this corporation which, subject to these Articles of Incorporation, by-laws of this corporation,

The block contains two handwritten signatures. The first signature is a stylized, cursive mark that appears to be 'CS'. The second signature is a more circular, cursive mark that appears to be 'H'.

and the laws of the State of Florida, shall hold office until its successors have been elected and qualified are:

NAME: INACIO GERALDO CALTABIANO
TITLE: President
ADDRESS: Rua: Q1, #36 - Condominio Granville, City of Guaruja, Sao Paulo, Brasil.

NAME: EMILIA RUSSO CALTABIANO
TITLE: Vice-President
ADDRESS: Rua: Q1, #36, Condominio Granville, City of Guaruja, Sao Paulo, Brasil.

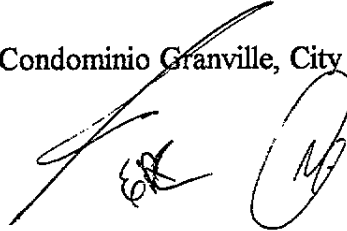
NAME: EVERALDO VIANA LOPES
TITLE: Secretary/Treasurer
ADDRESS: Rua: Quintino Bocaiuva, 86 - Centro, City of Guaruja, Sao Paulo, Brasil.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporators of these Articles of Incorporation are:

NAME: INACIO GERALDO CALTABIANO
ADDRESS: Rua: Q1, #36 - Condominio Granville, City of Guaruja, Sao Paulo, Brasil.

Handwritten signatures of the incorporators, including a large signature for Inacio Geraldo Caltabiano and a circular stamp or signature.

NAME: EMILIA RUSSO CALTABIANO

ADDRESS: Rua: Q1, #36, Condominio Granville, City of Guaruja, Sao
Paulo, Brasil.

NAME: EVERALDO VIANA LOPES

ADDRESS: Rua: Quintino Bocaiuva, 86 - Centro, City of Guaruja, Sao
Paulo, Brasil.

ARTICLE IX

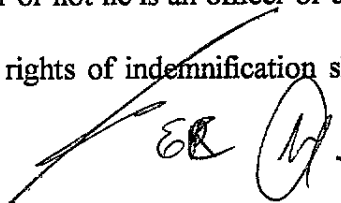
INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any accounts, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in

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addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

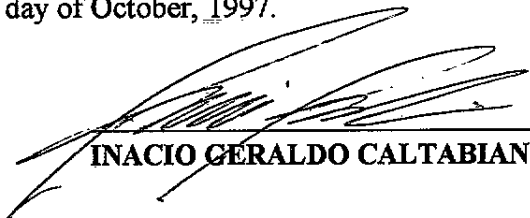
Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 25 day of October, 1997.


INACIO GERALDO CALTABIANO, Incorporator


EMILIA RUSSO CALTABIANO, Incorporator


EVERALDO VIANA LOPES, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 29 AM 10:07

BEFORE ME, the undersigned authority, this day personally appeared INACIO GERALDO CALTABIANO, EMILIA RUSSO CALTABIANO and EVERALDO VIANA LOPES, to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and they acknowledge before me that they signed and executed same for the purposes therein as set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 25 day of October, 1997.



NOTARY PUBLIC, State of Florida at large

MY COMMISSION EXPIRES:



VALERIA KASSANDRAS
MY COMMISSION # CC459270 EXPIRES
May 3, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF ACCEPTING DESIGNATION

AS

REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of CAM ASSET MANAGEMENT CORPORATION, and agree to serve as its agent to accept service of process within this State at its Registered Office.



VALERIA KASSANDRAS, Registered Agent