

P98000006067

Miami, January 16th, 1998.

ATTN: Florida Department of State

Division of Corporations

P.O.Box 6327

Tallahassee, Florida, 32314

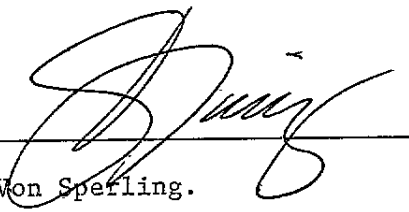
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***122.50 ***122.50

Please find enclosed the copy of the articles to be filed.

If you have any questions, please contact me at (305) 373-6677.

Please find enclosed a check for Secretary of State in the amount
of \$ 122.50 (One Hundred, Twenty Two Dollars and 50/100)
Check # 184.

FILED
98 JAN 20 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Valeria Von Sperling.

OK
1-21-98

ARTICLES OF INCORPORATION
OF
FAYLANNA, INC.

FILED
98 JAN 20 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations.

Article 1

The name of the corporation shall be: Faylanna, Inc.
Its business shall be carried on any place in the State of Florida and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

Its principal office shall be at: 111 NE 1ST STREET, Suite 903A, MIAMI FL, 33132

Article 2

The general purpose for which the Corporation is initially organized is to transact any and all lawful business for which corporations may be incorporated in the Florida General Corporation Act, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair, or exposition. And to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Article 3

The maximum number of shares of stock of this Corporation is authorized to have outstanding at any time shall be five Hundred (500) shares at \$1.00 (One Dollar) par value stock. All the aforementioned stock is to be issued as fully paid for and exempt from assessment. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

Article 4

This Corporation shall begin business with a capital of \$500.00 (Five Hundred Dollars) and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$500.00 (Five Hundred Dollars).

Article 5

This Corporation shall exist perpetually.

Article 6

The principal place of business of this Corporation shall be located in Miami, Florida, and it may have such other places of business, both within or without the State of Florida, and in foreign countries, as may be necessary or convenient.

Article 7

The business of this Corporation shall be conducted by a Board of Directors not less than two (2) Directors, the exact number of directors to be fixed by the by-laws of this Corporation. Directors need not be stockholders.

Article 8

The name and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until its successors are elected and have qualified is:

Fábio Marçal
111 NE 1st Street, Suite 903A
Miami, FL 33132

Miguel Marçal
111 NE 1st Street, Suite 903A
Miami, FL 33132

Article 9

The officers to be held by the above named Directors are as follows:

Fabio Marçal: President
Miguel Marçal: Vice-President

The name and mailing address of each subscriber of these Articles of Incorporation, and a statements of the number of shares of stock which each agrees to take is as follows:

Name	Address	Shares	Value
Fábio Marçal	111 NE 1st Street, s/903A Miami, FL 33132	500	\$500.00

Article 10

The name and address of the initial registered agent and the address of the corporation is Miguel Marçal, address: 111 NE 1st Street, suite 903A, Miami, FL 33132.

Article 11

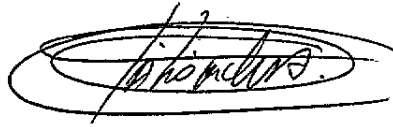
The provisions of this charter, and each and every article and section hereof, and Bylaws of this corporation shall be considered a part of every contract and the transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this corporation.

Article 12

The commencement of Corporate existence shall be on: filing the Articles of incorporation by the Department of State.

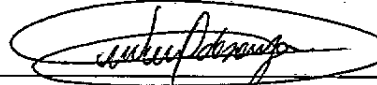
IN WITNESS WHEREOF, we have hereunto set our hands seals on this 14th day of January, 1997.

(SEAL)



Fábio Marçal

(SEAL)



Miguel Marçal

STATE OF FLORIDA)

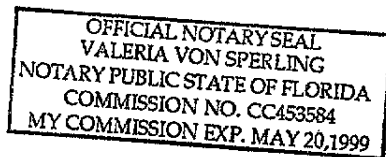
) ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Fábio Marçal and Miguel Marçal who are personally known to me or have produced Florida Driver's License as identification, and who executed and subscribed the foregoing Articles of Incorporation and they acknowledged, before me, that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, this 14th day of January, 1998.

My Commission Expires:



Notary Public

A handwritten signature in dark ink, appearing to be "Valeria Von Sperling".

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE.**

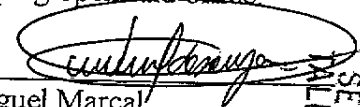
In pursuance of Chapter 48.091 of the Florida Statutes, following is submitted, in compliance with said Act:

First, FAYLANNA, INC. qualified to do business under the laws of this State, with its principal office at 111 NE 1st Street, Suite 903A, Miami, Florida, County of Dade, has appointed Miguel Marçal address at 111 NE 1st Street, suite 903A, Miami FL 33132, County of Dade, State of Florida, as the registered agent to accept service of process within this State.

Acknowledgment:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:


Miguel Marçal
(Registered Agent)

ARTICLE.WPS

FILED
98 JAN 20 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA