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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

FILED
98 FEB 25 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-02/25/98--01035--007
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMANECEER USA, INC.
(Corporation Name) (Document #)

2. Translation: USA Daybreak, Inc.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

RECEIVED
98 FEB 25 AM 1:17
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K. Rolfe FEB 25 1998

CR2E031(9/92)

Examiner's Initials

CERTIFICATE OF INCORPORATION

OF

AMANECER USA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned hereby associate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the Corporation shall be: AMANECER USA, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock with a One Dollar, (\$1.00) par value that is authorized to have outstanding at any one time is Five Hundred (500) shares.

ARTICLE IV

The amount of Capital with which this Corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

The capital stock of this Corporation shall be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Revision Act of 1958; all of the stocks and securities in lieu of cash or at a just valuation are to be determined by the Board of Directors of this Corporation.

ARTICLE VI

This Corporation is to have perpetual existence.

ARTICLE VII

The principal office of this Corporation shall be:

11740 S.W. 107th Lane
Miami, Florida 33186

ARTICLE VIII

The number of members of the Board of Directors of this Corporation shall not be less than one person. The name and post office address of the first Board of Director, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and Acts of Legislature, shall hold office for the first year of the Corporation's existence or until successors are elected and shall be duly qualified are:

<u>Name</u>	<u>Address</u>
Kristina Bacariza President	11740 S.W. 107 th Lane Miami, Florida 33186

ARTICLE IX

The name and post office address of each subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Kristina Bacariza	11740 S.W. 107 th Lane Miami, Florida 33186

ARTICLE X

No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a shareholder in this Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholder's meeting, exclusive of the stock to be sold. The shares of stock held by the stockholder proposing to sell or transfer his shares may not be voted or counted for the purpose of said meeting.

ARTICLE XI

The Corporation shall have the further right and power to; from time to time determine whether and to what extent and at what time and places and under what conditions and regulations the accounting books of this Corporation (other than the stock books)

or any of them, shall be open to the inspection of the stockholder, and no stockholder shall have the right of inspecting any account book or document of this Corporation except as conferred by statute, unless authorized by resolution of the stockholders or the Board of Directors.

ARTICLE XII

The Corporation in its By-Laws, may confer powers upon its Board of Directors or Officers, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by Statute.

Both Stockholders and Directors shall have the power, if the By-Laws so provide, to hold their respective meetings and to have one or more Officers within and without the State of Florida, and to keep the books of this Corporation (subject to the provisions of this statute) outside the State of Florida, at such places as may, from time to time, be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereafter prescribed by Statute, and all rights conferred upon the Stockholders herein, are granted subject to this reservation.

I, the undersigned, being the only original subscriber to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring that the facts herein above stated are true and so respectively agree to abide by the Articles as herein stated.

SUBSCRIBED AT MIAMI, Dade County, Florida on this 24 day of February, 1998.

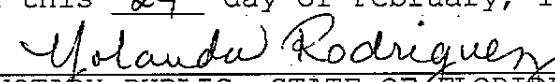

KRISTINA BACARIZA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared **KRISTINA BACARIZA**, who after being first duly sworn and under oath, deposes and states that she signed the above and foregoing Certificate of Incorporation on this 24 day of February, 1998.

My Commission Expires:



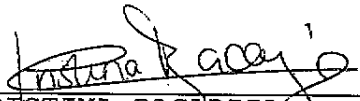

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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: AMANECER USA, INC.
2. The name and address of the registered agent and office is:

KRISTINA BACARIZA
11740 S.W. 107TH Lane
MIAMI, FLORIDA 33186



KRISTINA BACARIZA

TITLE: President

Date: 2/24/98

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.



REGISTERED AGENT

Date: 2/24/98

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TALLAHASSEE, FLORIDA