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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: DENIS GAUTHIER
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(954) 925-0185

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TALLAHASSEE, FLORIDA

NAME: OVERALL IMPORT&EXPORT CORP
AUDIT NUMBER.....H98000004260
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ARTICLES OF INCORPORATION
OF
OVERALL IMPORT & EXPORT CORP.

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98 MAR -3 PM 12:59
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: OVERALL IMPORT & EXPORT CORP.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any or all lawful activities or 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 maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is:
1001 BRICKELL BAY DR. SUITE 1714
MIAMI, FL 33131

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is: MANUAL FERNANDES
2550 NW. 52ND. STREET
BOCA RATON, FL 33496

Which is also known as the registered office.

MANUAL FERNANDES
499 E. Sheridan ST.# 202
Dania Fl.33004
TEL 954-9250435

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ARTICLE V11. DIRECTORS

The Corporation shall have Three directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are.:

MANUAL FERNANDES	JOAO BATISTA RODRIGUES	PETER JUNIOR MIRANDA
2550 NW.52ND. STREET	1001 BRICKELL BAY DR.	1001 BRICKELL BAY DR.
BOCA RATON FL 33496	SUITE 1714	SUITE 1714
	MIAMI FL. 33131	MIAMI FL 33131

ARTICLE V111. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE 1X. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are.:

MANUAL FERNANDES	JOAO BATISTA RODRIGUES	PETER JUNIOR MIRANDA
2550 NW.52ND. STREET	1001 BRICKELL BAY DR.	1001 BRICKELL BAY DR.
BOCA RATON FL 33496	SUITE 1714	SUITE 1714
	MIAMI FL. 33131	MIAMI FL 33131

ARTICLE X1. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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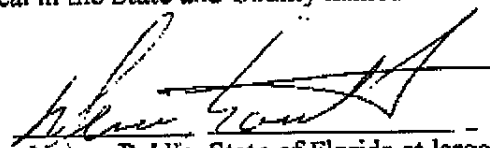
IN WITNESS WHERE OF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 27TH day of FEBRUARY 1998

STATE OF FLORIDA)
:SS
COUNTY OF BROWARD)

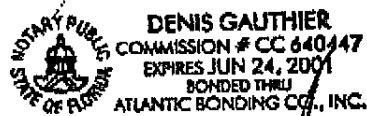
Incorporator
MANUAL FERNANDES
Incorporator
JOAO BATISTA RODRIGUES
Incorporator
PETER JUNIOR MIRANDA

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared: MANUAL FERNANDES, JOAO BATISTA RODRIGUES & PETER JUNIOR MIRANDA known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

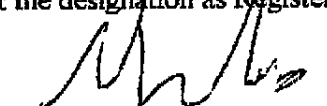
WITNESS my hand and official seal in the State and County named above this 27TH day of FEBRUARY 1998


Notary Public, State of Florida at large.

My Commission Expires:



I MANUAL FERNANDES by execution hereof, accept the designation as Registered Agent of this Corporation


MANUAL FERNANDES