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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: ATLANTIC PACIFIC INVESTMENT & TRADING, INC.

AUDIT NUMBER.....H98000006166

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

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ARTICLES OF INCORPORATION OF

ATLANTIC PACIFIC INVESTMENT & TRADING, INC.

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The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: Atlantic Pacific Investment & Trading, Inc.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is one thousand (1,000), all of which shall be common shares with a par value of one dollar (\$1.00).

Article V. PRE-EMPTIVE 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 she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the  
This instrument prepared by: JILMA M. LASSO, ESQ.

782 N.W. Le Jeune Rd., Suite 440  
Miami, Florida 33126

(305) 445-0554 / FB No. 932663

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issuance of fractional shares at the price at which it is offered to others).

Article VI. INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the initial Registered Agent and principal office address of this corporation is:

Initial Registered Agent  
Jilma M. Lasso, Esq.  
782 N.W. Le Jeune Rd.  
Suite 440  
Miami, Florida 33126

Principal Office Address  
Dept. Pty. 2717 Unit C-102  
1601 N.W. 97th Ave.  
Miami, Florida 33172

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially who shall serve until his successor, if any, is selected at the annual meeting of the shareholders. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Dr. Ismael Diogo Da Silva  
Dept. Pty. 2717 Unit C-102  
1601 N.W. 97th Avenue  
Miami, FL 33172

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation are:

President: Ismael Diogo Da Silva  
Dept. Pty. 2717 Unit C-102  
1601 N.W. 97th Avenue  
Miami, Florida 33172

Vice President: Ismael Diogo Da Silva  
Dept. Pty. 2717 Unit C-102

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1601 N.W. 97th Avenue  
Miami, Florida 33172

Secretary: Ismael Diogo Da Silva  
Dept. Pty. 2717 Unite C-102  
1601 N.W. 97th Avenue  
Miami, FL 33172

Treasurer: Giovanna N. de Levy  
Dept. Pty. 2717 Unit C-102  
1601 N.W. 97th Avenue  
Miami, FL 33172

#### Article IX. INCORPORATORS

The name and address of the person signing these Articles  
of Incorporation is:

Jilma M. Lasso, Esq.  
782 N.W. Le Jeune Rd.  
Suite 440  
Miami, FL. 33126

#### Article X. BY LAWS

The power to adopt, alter, amend or repeal the by laws shall  
be vested in the shareholders of this corporation.

#### Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued  
initially at the first organizational meeting of this  
Corporation.

Shares held by the initial shareholders may not be resold or  
otherwise transferred to other persons unless first offered to  
the remaining shareholder(s) or to this corporation. The price  
and terms at which, and the time within which, those shares may  
be offered and sold shall be further specified by written  
agreement among all the shareholders of this corporation.

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Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

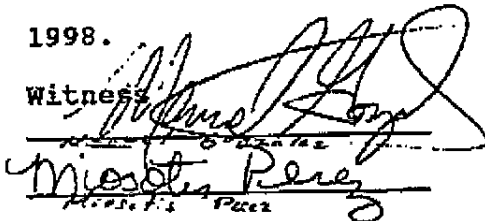
The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of March, 1998.

Witness

  
Miesdel Perez  
Notary Public

  
Jilma M. Lasso

STATE OF FLORIDA            )  
                                      ) ss:  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Jilma M. Lasso, to me known to be the person who executed the

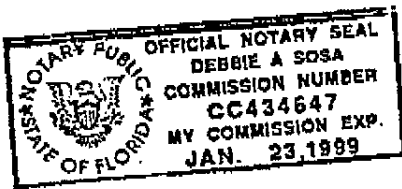
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foregoing Articles of Incorporation or who produced  
a Florida Driver's License as identification and he acknowledged to  
the before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
30th day of March, 1998.

My commission expires:



  
NOTARY PUBLIC, State of Florida  
at Large

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted in compliance with said Act:

First, Atlantic Pacific Investment & Trading, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named Jilma M. Lasso, Esq., located at City of Miami, County of Dade, State of Florida, as its 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: J. L. Lasso  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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