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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

200002507652--0

-05/01/98-01053-022

****122.50 ****122.50

OFFICE USE ONLY

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

1. VICTORIA EXPORTERS USA, CORP.
(Corporation Name) (Document #)

2. _____
(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

FILED
98 MAY -1 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RECEIVED
98 MAY -1 AM 11:25
DIVISION OF CORPORATION

K. Rolfe MAY 01 1998

Examiner's Initials

FILED
98 MAY -1 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

VICTORIA EXPORTERS USA, CORP.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form of Corporation under the Laws of the State of Florida.

ARTICLE I, NAME OF CORPORATION :

The name of the Corporation shall be :

VICTORIA EXPORTERS USA, CORP.

ARTICLE II, GENERAL NATURE OF THE BUSINESS :

The general nature of the business and the object and purposes to be transacted and carried on are :

To conduct any and all business not prohibited by the laws of the United States and State of Florida.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise ispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other states and other countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK :

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 300,000 shares at \$0.10 par value. Such stocks may be issued by the Corporation from time to time for

such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL :

The number of shares with which this Corporation shall commence business is not less than 300,000 shares common stock, and the amount of Capital with which this Corporation shall commence business not be less than THIRTY THOUSAND DOLLARS (\$30,000)-----

ARTICLE V, TERM :

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS :

The initial place of business of said Corporation in this State shall be: 245 S.E. 1ST STREET SUITE #210 MIAMI FL, 33131 but the Board of Directors may, from time to time, move the principal place of business, or the place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS :

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS :

The name and the post office address of the members of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, as follows :

CLEVELAND MOREIRA JR.
1121 CRANDON BLVD #E-1107
KEY BISCAYNE FL, 33149

GEILLA COELHO RODRIGUES MOREIRA
1121 CRANDON BLVD #E-1107
KEY BISCAYNE FL, 33149

ARTICLE IX, SUBSCRIBERS :

The proceeds of the stocks subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscribers to the capital stock and the number of the shares subscribed for are as follows :

CLEVELAND MOREIRA JR.	
1121 CRANDON BLVD #E-1107	270,000 SHARES AT \$0.10
KEY BISCAYNE FL, 33149	

GEILLA COELHO RODRIGUES MOREIRA	
1121 CRANDON BLVD #E-1107	30,000 SHARES AT \$0.10
KEY BISCAYNE FL, 33149	

ARTICLE X, OFFICERS:

The names and post office addresses of the officers, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows :

CLEVELAND MOREIRA JR.	
1121 CRANDON BLVD #E-1107	PRESIDENT
KEY BISCAYNE FL, 33149	

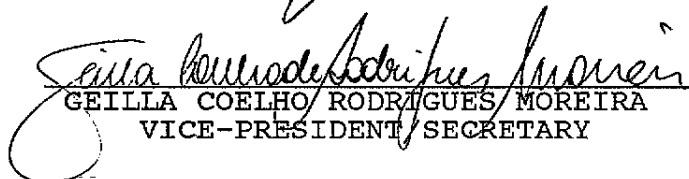
GEILLA COELHO RODRIGUES MOREIRA	
1121 CRANDON BLVD #E-1107	VICE-PRESIDENT/SECRETARY
KEY BISCAYNE FL, 33149	

ARTICLE XI, AMENDMENT :

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

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on the 27TH day of April, 1998.

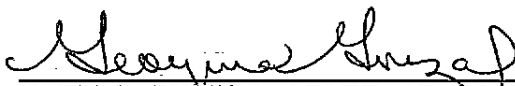

CLEVELAND MOREIRA JR.
PRESIDENT


GEILLA COELHO RODRIGUES MOREIRA
VICE-PRESIDENT SECRETARY

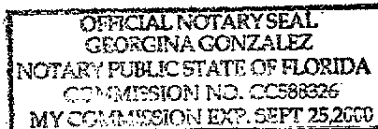
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I, HEREBY CERTIFY THAT on this day, before me a Notary Public, duly authorized in the State of Florida and County of Dade, to take acknowledgement, personally appeared CLEVELAND MOREIRA JR. and GEILLA COELHO RODRIGUES MOREIRA-----to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 28th DAY OF April, 1998.


NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



Personally Known _____ OR Produced Identification Type
of Identification Produced _____ Passport _____

CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE
SERVICE WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY
BE SERVED.


In pursuance of Chapter 48,901 Section 607,164
Florida Statutes, the following is submitted, in
compliance with said act :

FIRST: **VICTORIA EXPORTERS USA, CORP.**

desiring to organize under the laws of State of Florida,
with the principal office, as indicate in the Articles
Of Incorporation, at the City of Miami County of Dade
State of Florida has named: CLEVELAND MOREIRA JR. mailing
address: 1121 CRANDON BLVD #E-1107 KEY BISCAYNE FL,33149
as its Agent to accept service of process within this
state.

ACKNOWLEDGEMENT :

Having been named to accept services of process
for the above stated Corporation, at place designated in
this Certificate, I hereby accept to act in this capacity
and agree to comply with the provisions of said act
relative to keeping open said office.


CLEVELAND MOREIRA JR.
RESIDENT AGENT

FILED
98 MAY -1 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA