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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: EQUATOR BR-USA CORPORATION  
AUDIT NUMBER.....H98000010661  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 3  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE FLORIDA

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 9, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: EQUATOR BR-USA CORPORATION  
REF: W98000013156

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: E98000010661  
Letter Number: 298A00032248

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

EQUATOR BR-USA CORPORATION

The principal place of business of this Corporation shall be:

7345 Sand Lake Road Suite 31  
Orlando, FL 32819

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, 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, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders.

Prepared by: Barry N. Brumer  
5728 Major Blvd., Suite 211  
Orlando, FL 32819  
(407) 363-2900

ARTICLE VII - STOCK SUBSCRIBERS

The name and address of the stock subscribers are:

NAME: CYRO E ELOY CONFECCOES COM. E IND. LTDA.  
ADDRESS: Rua Dr. Paulo Herve, 1410  
Petropolis, RJ, Brazil 60%

NAME: Antonio Luiz Garcia Eloy  
ADDRESS: 7345 Sand Lake Road, Suite 318  
Orlando, FL 32819 40%

ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Antonio Luiz Garcia Eloy  
OFFICE: President

NAME: Cyro Eckhardt Eloy  
OFFICE: Vice-President

NAME: Anna Christina Garcia de Castro Silva  
OFFICE: Treasurer/Secretary

ARTICLE IX - 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 to them by 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 on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Anna Christina Garcia de Castro Silva.

7345 Sand Lake Road, Suite 31 Orlando, FL 32819

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ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process, is Anna Christina Garcia de Castro Silva, 7345 Sand Lake Road, Suite 318, Orlando, FL 32819.

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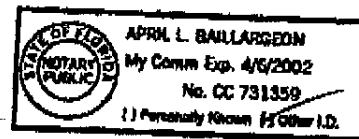
*Anna Christina Garcia de Castro Silva Caccuri.*  
Anna Christina G. de Castro Caccuri

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 4th day of June, 1998.

*April L. Baillargeon*  
Notary Public  
State of Florida at Large  
My Commission Expires: 4/6/2002



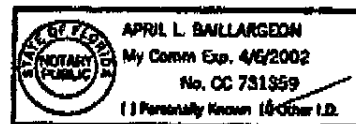
ACCEPTANCE BY REGISTERED AGENT

Anna Christina Garcia de Castro Silva, does hereby accept his appointment as registered agent for EQUATOR BR-USA CORPORATION.

*Anna Christina Garcia de Castro Silva Caccuri.*  
Anna Christina Garcia de Castro Caccuri.

The above instrument was sworn to and subscribed before me this 4th day of June, 1998.

*April L. Baillargeon*  
Notary Public  
State of Florida at Large  
My Commission Expires: 4/6/2002



SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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