

OFFICE USE ONLY (Document #)

P98000052117

LEONARUS 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

OFFICE USE ONLY

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

1. SUMITOMO OVERSEAS CORPORATION
(Corporation Name) (Document #)

2. _____ 500002555395--4
(Corporation Name) (Document #) 06/11/98 B1983-004
*****78.75 *****78.75

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

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

6/11

RECEIVED FILED
 JUN 10 PM 3:41 98 JUN 10 PM 4:26
 DIVISION OF STATE SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SUMITOMO OVERSEAS CORPORATION

98 JUN 10 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Article I

The name of this corporation shall be :

SUMITOMO OVERSEAS CORPORATION

Article II

This corporation may engage in the transaction of any or all lawful business under the laws of the United States and the State of Florida.

Article III

The maximum number of shares of stock authorized to be issued by this corporation at any time is 7,500 shares of \$ 1.00 par value each.

Article IV

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the stockholders there shall be no such preemptive rights.

Article V

This corporation is to have perpetual existence.

Article VI

The principal office of this corporation shall be located at : 111 NE 1 Street # 807
Miami, Florida, 33132. _____
with the corporation retaining the power of moving its office to any other address in
Florida, as may from time to time be determined and authorized by its Board of
Directors, with branch offices in such other cities, or countries as may from time to
time be authorized by its Board of Directors.

Article VII

The initial registered office of this corporation shall be at : 111 NE 1 Street # 807
Miami, Florida, 33132. _____
The initial registered agent at such address shall be : OSCAR ELEUTERIO BERGER

Article VIII

This corporation shall at all times have at least one and not more than five Directors
who shall conduct the business of the corporation as a Board of Directors.
The Stockholders of this corporation may, from time to time, and at any time,
increase or decrease the size of the Board of Directors of the corporation.

Article IX

The name and addresses of the First Board of Directors who shall hold office until
the first annual meeting of shareholders and/or until their successors are elected
and qualified or until their earlier resignation, removal from office, or death, are :

OSCAR ELEUTERIO BERGER
999 Brickell Bay Drive, apt. 1904
Miami, Florida, 33131.

CHICRI ABRAS FILHO
999 Brickell Bay Drive, apt. 1904
Miami, Florida, 33131.

Article X

The name and address of the subscriber is.:

OSCAR ELEUTERIO BERGER
999 Brickell Bay Drive, apt. 1904
Miami, Florida, 33131.

Article XI

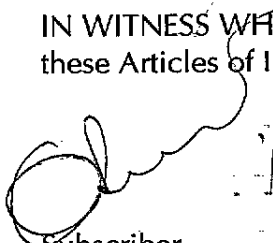
The By-laws of this corporation may be created, amended, changed, or replaced by either the stockholders or the Directors of the corporation at any duly scheduled special meeting called for that purpose.

Article XII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit, or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him being or having been a director of the corporation (whether or not he or she is made a party to such action suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this June 8, 1998.



Subscriber
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA ; NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

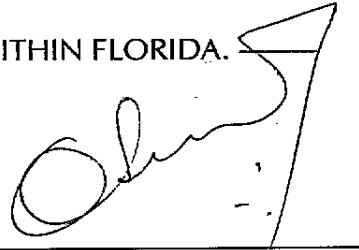
IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED :

FIRST , THAT : SUMITOMO OVERSEAS CORPORATION _____ DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA : WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF : _____ MIAMI , STATE OF FLORIDA ; HAS NAMED

OSCAR ELEUTERIO BERGER
111 NE 1 Street # 807
Miami, Fl. 33132.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE :

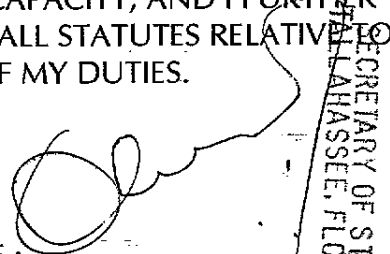


(SUBSCRIBER)

DATE : June 8, 1998.

HAVING BEEN NAMED TO ACCEPTS SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION ; AT THE PLACE DESIGNATED IN THIS CERTIFICATE; I HEREBY AGREE TO ACT IN THIS CAPACITY; AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OS ALL STATUTES RELATIVE THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE :



(RESIDENT AGENT)

DATE : June 8, 1998.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 10 PM 4: 26

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