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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: LOJAS DO RATINHO CORPORATION
AUDIT NUMBER.....H98000012465
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
LOJAS DO RATINHO CORPORATION

The undersigned subscriber to these Articles of Incorporation, the natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation will be

LOJAS DO RATINHO CORPORATION

ARTICLE II - PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A) Any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share. The amount to be paid for each share shall be fixed by the Board of Director, but in no event shall be less than \$1.00.

ARTICLE IV - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

This instrument prepared by
MAURO C. SANTOS, ESQ.
25 S.E. 2nd Avenue, Suite 1235
Miami, Florida 33131
Florida Bar No. 516759
(305) 371-5252

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ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than One Thousand Dollars (\$1,000.00).

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is:

121 S.E. 2nd Avenue
Miami, Florida 33131

The Board of Directors may from time to time move the principal offices to any other address.

ARTICLE VII - REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be Mauro C. Santos, and the registered office shall be located at Ingraham Building, 25 S.E. Second Avenue, Suite 1235, Miami, Florida 33131, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State.

ARTICLE VIII - DIRECTORS

This corporation shall have not less than one director as set forth in the By-Laws. The names and street address of the first members of the Board of Directors of this corporation, who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

NAME
FABIO MALVESTIO FARIA

ADDRESS
Rua Ernesto de Oliveira, # 430, Apt. 42
Sao Paulo, SP Brazil 04116-120

WALDEMAR ALVES FARIA JUNIOR

Rua Pelotas, # 214, Apt. 52
Sao Paulo, SP Brazil 04012-000

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ARTICLE IX - SUBSCRIBER

The name and street of the subscriber of the Articles of Incorporation:

NAME
MAURO C. SANTOS

ADDRESS
25 S.E. 2nd Ave. Suite 1235
Miami, Florida 33131.

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ARTICLE X - AMENDMENTS


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

In Witness Whereof, I have hereunto set my hand and seal at Miami, Dade County, Florida this 06 day of JULY, 1998.


MAURO C. SANTOS

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept services or process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


MAURO C. SANTOS

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