

P98000060660

8296 NW 68th St.
Miami, FL 33166

June, 15 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

300002582593-3
-07/08/98-01023-015
*****70.00 *****70.00

RE: KITCHEN DESIGN U.S.A., INC.

Gentlemen:

We are enclosing herein the above captioned's Articles of Incorporation and Agent of record Statement.
Also enclosed is our check in the amount of \$ 70.00 for fees and taxes.

If any additional information is needed, please advise.

Yours truly,

Gilmar Santos

PD:1pf
Enclosures

FILED
98 JUL -8 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY JUL 9 1998

CERTIFICATE OF INCORPORATION
OF
KITCHEN DESIGN U.S.A., INC.

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:

KITCHEN DESIGN U.S.A., INC.

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 State of Florida.

To conduct business in, have one or more offices in, and buy, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other states and other states and other countries. To contract debts and borrow money, issued 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 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 right, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The authorized Capital Stock of this Corporation shall be one hundred (100) shares of stock, with a PAR value of one dollar (1.00), fully paid and non-assessable.

ARTICLE IV, TERM:

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

ARTICLE V, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be:

8296 NW 68th St.
Miami, FL 33166

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE





ARTICLE VI, 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 call 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 VII, 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:

GILMAR OSORIO CARNEIRO DOS SANTOS
2535 JARDIN
WESTON, FL 33327

CORNELIO COSTA
15241 SW 51ST ST.
MIRAMAR, FL 33027

ERANDYR FONTANA CASTRO
350 SE 2ND AVE # E1
DEERFIELD BEACH, FL 33064

ARTICLE VIII, OFFICERS:

The names and the 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:

GILMAR OSORIO CARNEIRO DOS SANTOS
2523 JARDIN
WESTON, FL 33327

PRESIDENT

ERANDYR FONTANA CASTRO
350 SE 2ND AVE #E1
DEERFIELD BEACH, FL 33064

VICE-PRESIDENT

CORNELIO COSTA
15241 SW 51ST ST.
MIRAMAR, FL 33027

TREASURER/ SECRETARY

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ARTICLE IX, 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 entitle 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 15th day of June of 1998.

~~GILMAR OSCAR CARNEIRO DOS SANTOS~~
~~PRESIDENT~~

ERANDYR FONTANA CASTRO
VICE-PRESIDENT

CORNELIO COSTA
SECRETARY/TREASURER

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 acknowledgment, personally appeared GILMAR OSORIO CARNEIRO DOS SANTOS, ERANDYR FONTANA CASTRO and CORNELIO COSTA 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 26 DAY OF June, 1998.

Ramona Ruiz
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



LANETTE GEISER
COMMISSION # CC734910
EXPIRES MAY 22, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

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 acknowledgment, personally appeared GILMAR OSORIO CARNEIRO DOS SANTOS, ERANDYR FONTANA CASTRO and CORNELIO COSTA 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 26 DAY OF June, 1998.

Lanette Geiser
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES :



LANETTE GEISER
COMMISSION # CC734910
EXPIRES MAY 22, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Personally known X Or Produced Identification Type or Identification Produced _____
Passport _____

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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 of Florida Statutes, the following is submitted, in
compliance with said act:

First: Kitchen Design U.S.A., Inc., 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: Gilmar Osorio Carneiro Dos Santos, mailing address: 2325Jardin, Weston Fl 33327
as its Agent to accept service of process within the State.

ADKNOWLEDGEMENT:

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.

98 JUL -8 AM 9: 02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


GILMAR OSORIO CARNEIRO DOS SANTOS
RESIDENT AGENT