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JULY 07, 1998

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
Tallahassee, FL. 32314

Subject : SMILE BRAZIL, INC.

Enclosed is an original and (1) one copy of the Articles of Incorporation and a check for US\$122.50 (one hundred and twenty two & 50/100) to cover the filing fees and to obtain a certified copy of the Articles.

We look forward to hearing from you soon.

FATIMA MONICA SOUZA
3047 NW 91st. AVE. APT. 101.
Coral Springs, FL. 33065
Phone: 954-757-5868

FILED
98 JUL 23 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/27/98

**ARTICLES OF INCORPORATION
OF
SMILE BRAZIL, INC.**

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98 JUL 23 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a Corporation organized under the laws of the State of Florida, and all the rights, duties and obligation of undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE: NAME

The name of this Corporation shall be;

SMILE BRAZIL, INC.

ARTICLE TWO: NATURE OF BUSINESS

The General nature of Business to be transacted by this Corporation is to do all things which natural persons might or could lawfully do in the premises. This Corporation shall commence existence upon filing of these Articles of Incorporation by the Department of State of Florida, and shall have perpetual existence.

ARTICLE THREE: CAPITAL STOCKS

The Aggregate numbers of shares which the Corporation shall have authority to issue is the total sum of one thousand (1000) shares, having and individual par value of \$1.00 per share. Unless otherwise stated in these articles or in an amendment to these articles, there shall be one (1) class of stock of this corporation.

ARTICLE FOUR: INITIAL CAPITAL

This Corporation shall beggng business with a capital of not less than one thousand dollars (\$1,000.00)

ARTICLE FIVE: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE SIX: ADDRESS

The initial post office address of this Corporation is the State of Florida is:

**3047 NW 91ST. AVE. APT. 101
CORAL SPRINGS , FLORIDA - 33065**

ARTICLE SEVEN: DIRECTORS

**This Corporation shall have not less than ONE (1) Director initially.
The number of Directors may be increased from time to time as the stockholders desire,
in accordance with the by-laws hereof, but no time shall there be a number less than one.**

ARTICLE EIGHT: INITIAL DIRECTORS

The name and post office address of the first Board of Directors and Officers of this Corporation as follows:

NAME	ADDRESS	TITLE
FATIMA MONICA SOUZA	3047 NW 91st. AVE. APT. 101 Coral Springs, FL 33065	PRESIDENT
MARCO ANTONIO SOUZA	3047 NW 91st. AVE. APT. 101 Coral Springs, FL. 33065	VICE PRESIDENT

ARTICLE NINE: SUBSCRIBERS

The name and post office address of each subscriber to these articles of incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefore as follows:


NAME	ADDRESS	No. OF SHARES
FATIMA MONICA SOUZA	3047 NW 91 st . AVE. APT. 101 Coral Springs, Fl 33065	500
MARCO ANTONIO SOUZA	3047 NW 91 st . AVE. APT. 101 Coral Springs, Fl 33065	500

ARTICLE TEN: REGISTERED NAME & OFFICE

The Street address of this initial registered office and the name of the initial Resident Agent of this Corporation shall be:

FATIMA MONICA SOUZA
3047 NW 91st. APT. 101
CORAL SPRINGS, FL. 33065

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


FATIMA MONICA SOUZA

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TALLAHASSEE, FLORIDA

ARTICLE ELEVEN : 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 by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we hereunto set our hands and seals this 07 day of July 1998.

SEAL


FATIMA MONICA SOUZA


MARCO ANTONIO SOUZA

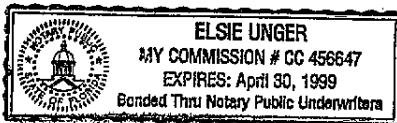
STATE OF FLORIDA COUNTY OF BROWARD

I hereby certify that on this day, before me a Notary Public, duly authorized in the State and country named above to take acknowledgments, personally appeared:

FATIMA MONICA SOUZA
&
MARCO ANTONIO SOUZA

to me known to be the person/s described as subscribers in and who executed the foregoing articles of incorporation, and he/they acknowledged before me that he/they

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of July, 1998



Elsie Unger
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My commission expires : 4-30-99

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98 JUL 23 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA