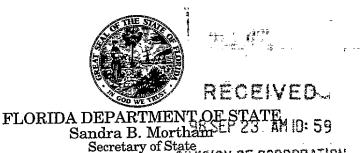
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(Requestor's Name) 3320 S.W. 87th AVENUE		
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MIAMI, FLORIDA (305)552-5973 (City, State, Zip) (Phone #)	ው ጥጥጥ ተርተር # ሚህ	المائية الآمية المائيسة بق المائية
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2. (Corporation Name)	(Document #)	
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NEW FILINGS	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent	
Profit	Amendment Resignation of R.A., Officer/Director	
NonProfit	Resignation of R.A., Officer/Director	Secured 1
. Limited Liability	Change of Registered Agent	
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OTHER FILINGS Annual Report	REGISTRATION/ QUALIFICATION Foreign	
Fictitious Name	Limited Partnership	
Name Reservation	Reinstatement	
1 / 1/23	Trademark	
	Other Examiner's Initials	
		

CR2E031(9/92)



VISION OF CORPORATION

Letter Number: 198A00047566

September 21, 1998

LAZARUS .

MIAMI, FL

SUBJECT: M. & C. TRADING INC. Ref. Number: W98000021543

We have received your document for M. & C. TRADING INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

98 SEP 23 PH 2: 14 SECRETARY OF STATE TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation shall beM. & C. IMPORT & EXPORT INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 10227 N.W. 9th STREET CIRCLE # 507,

MIAMI, FLORIDA 33172

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existencee commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV - STOCKS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 each par value common stocks.

ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

MARCUS	VIN	CIUS	SAMPAIO	COSTA	25 <u>0</u>	Shares
CINTHY	A DE	SOUZA	TEIXEII	RAAS	250	Shares

July 1

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First page

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially.

The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The names and street address of the initial directors of this corporation are:

MARCUS VINICIUS SAMPAIO COSTA. DIRECTOR 10227 N.W. 9th Street Circle # 507 Miami, Florida 33172

CINTHYA DE SOUZA TEIXEIRA. DIRECTOR 10227 N.W. 9th Street Circle # 507 Miami, Florida 33172

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.



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ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - AMENDMENT



This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.



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ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE XIV - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

MARCUS VINICIUS SAMPAIO COSTA 10227 N.W. 9th STREET CIRCLE # 507
MIAMI, FLORIDA 33172

CINTHYA DE SOUZA TEIXEIRA 10227 N.W. 9th STREET CIRCLE # 507 MIAMI, FLORIDA 33172

The undersigned subscriber have executed these Articles of Incorporation this SECOND day of JULY of 1998.

Signature <u></u>	Maryhands	Director
_		
Signature ×	Csreixciff	Director

ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is MARCUS VINICIUS SAMPAIO COSTA.



Forth page

The street address of the initial registered agent of this corporation is 10227 N.W. 9th Street Circle # 507, Miami, Florida 33172. Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 of Florida statutes.

Agent Sign X Mampareth

Date: August 31 of 1998

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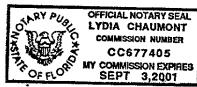
STATE OF FLQRIDA CQUNTY OF DADE

BEFORE ME, an officer duly authorized in the State of aforesaid and in the County aforesaid, to take acknowledgements, personally appeared MARCUS VINICIUS SAMPAIO COSTA AND CINTHYA DE SOUZA TEIXEIRA, to me known to be the persons described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and
State last aforesaid on this thirty first day
of August of 1998.

NOTARY PUBLIC
State of Florida at Large

My commission expires:



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