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TRANSMITTAL LETTER

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98 OCT 16 PM 1:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: TERRA BRASIL TRADING, CO.
(Proposed corporate name - must include suffix)

Enclosed is an original and one () copy of the Articles of Incorporation and a check for:

\$70.00

\$78.75

\$122.50

\$131.25

Filing Fee

Filing Fee
& Certificate

Filing Fee
& Certified Copy

Filing Fee
Certified Copy &
Certificate

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*****78.75 *****78.75

FROM: RUBEN D. TORO
Name

4345 SAND LAKE RD. STE. 202.
Address

ORLANDO FL. 32819
City, State & Zip

(407) 370-6445
Daytime Telephone number

P. Hall

OCT 19 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF TERRA BRASILIS TRADING, CO.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I, Name

The name of the corporation shall be:
Terra Brasilis Trading, Co.

Article II, Mailing Address

The mailing address of this corporation shall be:
12505 Lynchburg Court., Orlando – FL 32837

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Ruben D. Toro
7345 Sand Lake Dr. # 202
Orlando, FL 32819

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Ruben D. Toro
Address:
7345 Sand Lake Rd., # 202, Orlando-FL 32819

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Article VI, Purpose.

The purpose of this corporation shall be to commerce, sell, buy, import and export all types of merchandise goods and services, and to be the representative of other companies if so is desired. This Corporation will trade with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

**Sebastião T.C. Quintans - President, V.President, Treasurer, Secretary
and Director**


**Postal address at:
12505 Lynchburg Court
Orlando, FL 32837**

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Affidavit

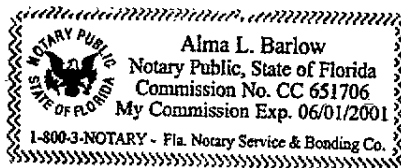
State of Florida, Orange County.

Before me this day personally appeared Ruben D. Toro, who being duly sworn, deposed and said that she is the Incorporator of Terra Brasilis Trading, Co. and is hereby duly authorized, responsible and apt to Incorporate according to the Statutes of the State of Florida.


Ruben D. Toro

Sworn to and subscribed before me this October 08, 1998.


Notary Public



CERTIFICATE OF DESIGNATION

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REGISTERED AGENT / REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

TERRA BRASILIS TRADING, CO.

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

RUBEN D. TORO

(Name)

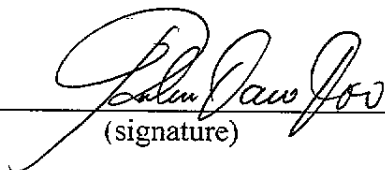
7345 Sand Lake Rd., #202

(P.O. Box not acceptable)

Orlando, FL 32819

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(signature)