10/26/98

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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PRIJES TRADING, INC.

AUDIT NUMBER...... H98000019815

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 5

CERT. COPIES.....1

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#### ARTICLES OF INCORPORATION



OF

#### PRIJES TRADING, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is:

PRIJES TRADING, INC.

#### ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

Bernardo Trindade 10431 NW 28th Street, Suite E-101 Miami, Florida 33172

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

10431 NW 28th Street, Suite E-101 Miami, Florida 33172

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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#### ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be three (3) initially. The name and street address of the initial Directors are:

Edson Lopes Junior Rua Jaime Perdigao, No. 550 Ilha Do Governador- RJ Rio de Janeiro, Brasil Ralucia Garjioni Silva Rua Santo Ambrosio de Sena 211 Ilha Do Governador - RJ Rio de Janeiro, Brasil

#### ARTICLE VI: OFFICERS

The initial President, Vice-president, Secretary and Treasurer of the Corporation are:

Edson Lopes Junior, President Bernardo Tríndade, Vice-President & Secretary

#### ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

#### ARTICLE VIII: INCORPORATOR

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

Bernardo Trindade 10431 NW 28<sup>th</sup> Street, Suite E-101 Miami, Florida 33172

#### ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

EMPIRE CORPORATE KIT

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATION THIS HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 23rdh DAY OF OCTOBER 1998.

Benoods Conter Trindecle

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#### CERTIFICATE OF DESIGNATION REGISTERED AGENT & REGISTERED OFFICE

Pursuant to the provisions of the 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:

The name of this corporation is: PRIJES TRADING, INC.

The name and address of the Registered Agent and Registered Office is:

Bernardo Trindade 10431 NW 28th Street, Suite E-101 Miami, Florida 33172

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.

DATED: October 23, 1998

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 520064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191