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TRANSMITTAL LETTER

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 21 PM 1:07

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

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-12/21/98--01046--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

EFFECTIVE DATE  
1-1-99

SUBJECT: A.C. SUN NORTH, INC.  
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142  
ORLANDO, FLORIDA 32809  
(407) 856-1906

Note: Additional copy of Articles is needed only when certified copy is requested.

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ARTICLES OF INCORPORATION  
OF  
A.C. SUN NORTH, INC.

EFFECTIVE DATE  
1-1-99

ARTICLE I - NAME

The name of this Corporation is A.C. SUN NORTH, INC.  
initial address: 4114 Wellington Woods Cir. Suite 103, Kissimmee,  
Florida 34741.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing  
on January 01, 1999.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted  
under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares  
of Five (\$5.00) Dollar par value common stock, which shall be  
designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and  
office of this Corporation is Enoc Caldera,  
4114 Wellington Woods Cir. Suite 103, Kissimmee, Florida 34741.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Five (5) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Enoc Caldera	4114 Wellington Woods Cir. # 103 Kissimmee, Florida 34741
Carlos Alberto Alexandre	4114 Wellington Woods Cir. # 103 Kissimmee, Florida 34741
Maria Da Graça Alexandre	4114 Wellington Woods Cir. # 103 Kissimmee, Florida 34741
Enmanuel José Alexandre	4114 Wellington Woods Cir. # 103 Kissimmee, Florida 34741
Manufacturas Manalex C.A.	Carretera Charallave-Cua Sector el Dividive Galpon Manalex Cua, Edo. Miranda, Venezuela

#### ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is  
Enoc Caldera, 4114 Wellington Woods Cir. Suite 103, Kissimmee, Florida 34741.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of January, 1999.

  
\_\_\_\_\_  
Enoc Caldera, Treasurer

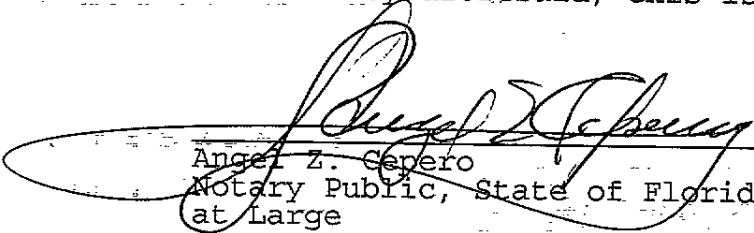
STATE OF FLORIDA

ORANGE COUNTY

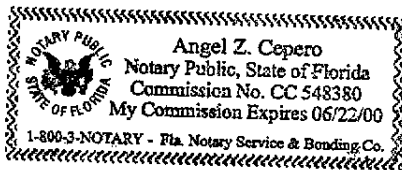
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Enoc Caldera, known to me and known by me to be the person who, as Incorporator of A.C. SUN NORTH, INC., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Enoc Caldera, known to me and known by me to be the person who, as Registered Agent of A.C. SUN NORTH, INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st, day of January, 1999.

  
Angel Z. Cepero  
Notary Public, State of Florida  
at Large

My Commission Expires:




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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN  
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 1st DAY OF January, 1999.

By

  
Enoc Caldera, Registered Agent