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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FERNANDES USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 8, 1999

EMPIRE

SUBJECT: FERNANDES USA, INC.
REF: W99000005561

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE CORPORATION NAME MUST BE CONSISTENT. PLEASE ADD A COMMA AFTER USA IN ARTICLE I.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: H99000005486
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EFFECTIVE DATE
3-5-99

ARTICLES OF INCORPORATION
OF
FERNANDES USA, INC.

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ARTICLE I. CORPORATE NAME.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is: Fernandes USA, Inc., a Florida corporation.
Corporate Address: 1818 West Flagler Street, 2nd Floor, Miami, FL 33135.

ARTICLE II. NATURE OF BUSINESS.

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

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: March 5, 1999.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

- A. Designation:** The stock of this corporation shall be known as Common Stock.
B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 750 shares.
C. Par Value: Each share of Common Stock shall have no par value of \$10.00.
D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.
G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
H. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

This Instrument was prepared by:
Cesar R. Camacho, Esq.
240 East Flagler Street
Miami, Florida 33131
Florida Bar No. 198005
(305) 374-3811

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ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 240 East Flagler Street, Miami, FL 33131 and the name of the Initial Registered Agent of this corporation at that address is Cesar R. Camacho, Esq.

ARTICLE VI. DIRECTORS.

This corporation shall have initially Two Directors. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Initial Directors of this corporation is:

Jacqueline Dascal, President, & Director- 1818 West Flagler Street, 2nd Floor, Miami, FL 33135
Jackie Fernandes, Secretary & Director- 1818 West Flagler Street, 2nd Floor, Miami, FL 33135

ARTICLE VII. INITIAL SUBSCRIBER.

The name and address of the Initial Subscriber of these Articles of Incorporation is:

Cesar R. Camacho, Esquire
240 East Flagler Street
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of March, 1999.



Subscriber

STATE OF FLORIDA)

SS:

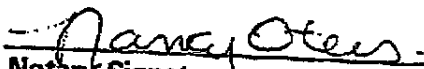
COUNTY OF MIAMI-DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Cesar R. Camacho, Esq., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: Personal Knowledge, and that an oath (was) (was not) taken.

 Nancy Otero
My Commission CG762289
Expires July 26, 2002

Witness my hand and seal in the County and State last aforesaid this 6th day of March, 1999.

Printed Notary Signature


Notary Signature

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 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.

First - That Fernandes USA, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Cesar R. Camacho, Esq., located at 240 East Flagler Street, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

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:

Cesar R. Camacho
Cesar R. Camacho, Registered Agent

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