

OFFICE USE ONLY (Document #)

9900050587

LEZARUS CORPORATE FILING SERVICE, INC.
(Requestor's Name)

3320 S.W. 87th AVENUE
(Address)

MIAMI, FLORIDA (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AQUARELA BRASILEIRA, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

RECEIVED
JUN -4 AM 11:21
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

FILED
99 JUN -4 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

900002895109--4
-06/04/99--01053--001
*****75.00 *****75.00

900002895109--4
-06/04/99--01053--002
*****3.75 *****3.75

Examiner's Initials

ARTICLES of INCORPORATION
AQUARELA BRASILEIRA, INC.

ARTICLE I

The name of this corporation shall be: AQUARELA BRASILEIRA, INC.

With the principal place of business located at: 7501 E. TRASURE DR. # 6T NORTH
BAY VILLAGE FL. 33141

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage
in any and all lawful business permitted under the laws of the United States and the State
of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, par value
\$1.00 (one U.S. dollar) per share.)

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation,
shall have the right to purchase their pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
7501 E. TRASURE DR. # 6T NORTH BAY VILLAGE FL. 33141

The Name of the initial REGISTERED AGENT of this Corporation is:
DENISE DE MEDEIROS

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278 FL
444 BRICKELL, AVE # 752
MIAMI, FL 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 (one) Director(s) initially, the number of Directors may be either increased or diminished from time to time according to the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President: DENISE DE MEDEIROS

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is:
DENISE DE MEDEIROS
7501 E. TRASURE DR. # 6T FI 33141

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

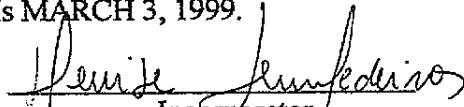
ARTICLE IX
MANAGEMENT OF CORPORATION

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the President and the shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDERS.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation this MARCH 3, 1999.


Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH: AQUARELA BRASILEIRA, INC.

THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF
DADE, STATE OF FLORIDA HAS APPOINTED:

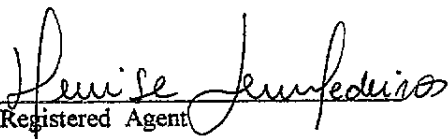
DENISE DE MEDEIROS
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:
DENISE DE MEDEIROS

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
AQUARELA BRASILEIRA, INC.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION,
AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE
FLORIDA STATUTES.

THIS 1/1


Registered Agent

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED. DENISE DE MEDEIROS

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME
THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED
MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 06 / 03 / 99



NOTARY

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SECRETARY OF STATE
TALLAHASSEE FLORIDA