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August 27, 1999

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300002973903--1  
-08/30/99--01117--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: VIA IPANEMA, INC.

Dear Sir:

*English translation - A Beach in Brazil*

You will please find enclosed an original and copy of the Articles of Incorporation for VIA IPANEMA, INC., as well as a check in the amount of \$122.50 for filing fees. I would very much appreciate you filing the enclosed documents and returning to me the following:

1. Certificate of Incorporation
2. Receipt for Filing Fees
3. Certified copy of the Articles of Incorporation

Your prompt attention to this matter is most appreciated and if there is anything I can do in order to expedite this request, please do not hesitate to contact me.

Very truly yours,

*Robt L Santos Cariello*

ROBERTO LUIS SANTOS CARIELLO

FILED  
99 SEP 16 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 2, 1999

ROBERTO LUIS SANTOS CARIELLO  
6636 COLLINS AVE.  
MIAMI BCH, FL 33141

SUBJECT: VIA IPANEMA, INC.  
Ref. Number: W99000020436

We have received your document for VIA IPANEMA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please provide an English translation for the entity's name in your cover letter.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham  
Document Specialist

Letter Number: 999A00043881

ARTICLES OF INCORPORATION

OF

VIA IPANEMA, INC.

FILED  
99 SEP 16 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights and privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

VIA IPANEMA, INC.

ARTICLE II

The general nature of the business or businesses to be transacted is: any lawful business permitted by the laws of the State of Florida and the United States.

ARTICLE III

The amount of authorized capital stock of the corporation shall be five hundred (500) shares of common stock with par value of One Dollar (\$1.00) per share. The whole or part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be at least Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation shall be 6636 Collins Ave, Miami Beach, Florida 33141, with the privilege, however of having branch offices and places of business at any other place or places within the State of Florida or in foreign countries.

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of at least one (1) director who need not be a stockholder.

ARTICLE VIII

The names and addresses of the first Board of Directors of the Corporation who, subject to the provisions of the Articles of Incorporation, the by-laws and general corporation laws of Florida, shall hold office until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERTO LUIS SANTOS CARIELLO	6636 Collins Ave Miami Beach, Florida 33141
MARIANA CONCEICAO	6636 Collins Ave Miami Beach, Florida 33141

ARTICLE IX

The names and addresses of each subscriber of these Articles of Incorporation are:

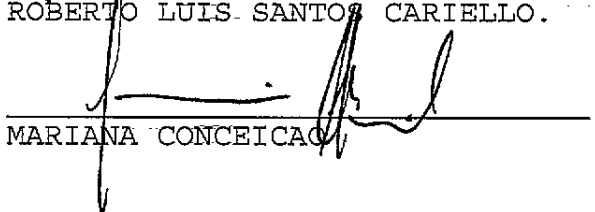
<u>NAME</u>	<u>ADDRESS</u>
ROBERTO LUIS SANTOS CARIELLO	6636 Collins Ave Miami Beach, Florida 33141
MARIANA CONCEICAO	6636 Collins Ave Miami Beach, Florida 33141

ARTICLE X

The Corporation shall at all times have the corporate powers presently given to the corporations by the statutes and laws of the State of Florida; and, it shall have such further powers as from time to time, hereafter, are given to corporations by the statutes and laws of the State of Florida. The Corporation is expressly authorized to enter into, honor and be bound by stockholder's agreements with and among stockholders of the Corporation. The Corporation is, further, authorized to enter into partnerships and joint ventures with other persons, firms and corporations.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 27 day of August, 1999.

  
ROBERTO LUIS SANTOS CARIELLO.

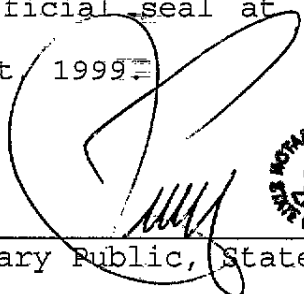

  
MARIANA CONCEICAO

STATE OF FLORIDA )  
 )  
COUNTY OF DADE )

SS:

BEFORE ME, the undersigned authority, personally appeared  
ROBERTO LUIS SANTOS CARIELLO and MARIANA CONCEICAO to me known to  
be the persons described in the foregoing Articles of  
Incorporation, and they acknowledged that they made and subscribed  
the same for the purposes and uses therein mentioned and set forth.

WITNESS my hand and official seal at said County and  
State this 27 day of August 1999.

  
 **ALBERTO GONZALEZ**  
COMMISSION # CC 701198  
EXPIRES DEC 8, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.  
Notary Public, State of Florida

My commission expires: DEC-8-2001

FILED  
99 SEP 16 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESIDENT AGENT DESIGNATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

VIA IPANEMA, INC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named ROBERTO LUIS SANTOS CARIELLO, located at 6636 Collins Ave, Miami Beach, Florida, 33141, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
ROBERTO LUIS SANTOS CARIELLO

bt/)