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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

BPA TECHNOLOGY CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of
BPA TECHNOLOGY CORPORATION
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is:

BPA TECHNOLOGY CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. To operate in importing and exporting.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares(500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME AIRTON MUNHOS
ADDRESS 3025 N.E. 3RD AVENUE
CITY FT. LAUDERDALE FLORIDA ZIP 33334

The principal office, if known, or the mailing address of the corporation is:

NAME BPA TECHNOLOGY CORPORATION
 ADDRESS 3025 N.E. 3RD AVENUE
 CITY FT. LAUDERDALE FLORIDA ZIP 33334

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follow:

NAME OSWALDO FERNANDES JUNIOR
 ADDRESS AVE. DOM PEDRO II, NO 3152
 CITY SANTO ANDRE STATE SAO PAULO, BRAZIL 09080-001

NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP _____

NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP _____

NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP _____

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporates signing these Articles of Incorporation are as follows:

NAME OSWALDO FERNANDES JUNIOR
 ADDRESS AVE. DOM PEDRO II, NO 3152
 CITY SANTO ANDRE STATE SAO PAULO, BRAZIL 09080-001

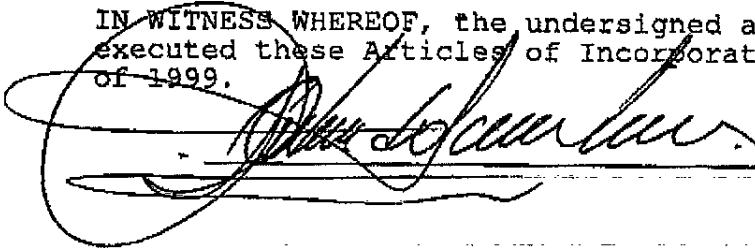
NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP _____

NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP _____

NAME _____
 ADDRESS _____
 CITY _____ STATE FLORIDA ZIP _____

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IN WITNESS WHEREOF, the undersigned and subscriber(s) have
executed these Articles of Incorporation this 13TH DAY OF OCTOBER
of 1999.



_____ (Seal)

_____ (Seal)

_____ (Seal)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

BPA TECHNOLOGY CORPORATION
(Name of Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

At BPA TECHNOLOGY CORPORATION
3025 N.E. 3RD AVENUE
FT. LAUDERDALE, FL. ZIP CODE 33334

has named AIRTON MUHNOS

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Airton Ramôo Muhnô
(REGISTERED AGENT)