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

EFFECTIVE DATE

12-16-99

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

RZZ USA Corporation

Certificate of Status	1
Certified Copy	0
Page Count	04
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EFFECTIVE DATE

12-16-99

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
RZZ USA Corporation

Article II. Address

The Corporation's mailing address is:
RZZ USA Corporation
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Eduardo Fernandez
501 Brickell Key Drive
Suite 400
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Paulo Roberto Rigazzo

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Eduardo Fernandez | FL Bar Member 395889
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

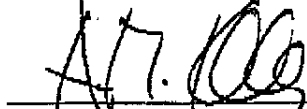
The name and address of the incorporator is:

Eduardo Fernandez
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 16, 1999.

The undersigned incorporator executed these Articles of Incorporation on December 17, 1999.



EDUARDO FERNANDEZ
by A.M. Kelly as attorney-in-fact

Eduardo Fernandez | FL Bar Member 395889
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

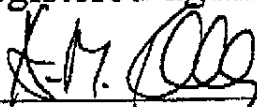
CORPORATION:

RZZ USA Corporation

REGISTERED AGENT/OFFICE:

**Eduardo Fernandez
501 Brickell Key Drive
Suite 400
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



EDUARDO FERNANDEZ
by A.M. Kelly as attorney-in-fact

Date: December 17, 1999

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**Eduardo Fernandez | FL Bar Member 395889
Slosbergas & Fernandez, L.L.P.
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