

5/24/96

11:00 AM

((H9000007374)) ~~SECRET~~ CORPORATIONS  
 TO: DIVISION OF CORPORATIONS ELECTRONIC FILING COVER SHEET  
 FROM: EMPIRE CORPORATE KIT COMPANY  
 DEPARTMENT OF STATE 145 W. W. LERBY  
 STATE OF FLORIDA SUITE 200  
 49 EAST BAYNE STREET MIAMI FL 33135-  
 TALLAHASSEE, FL 32399 CONTACT: RAY MONT  
 FAX (904) 821-1000 ONE (304) 841-3770

**H9000007374**

((H90000007374)) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION  
 NAME: CENTRO ASISTENCIAL BRASILEIRO, INC.  
 FAX AUDIT NUMBER: H98000007374 CURRENT STATUS: REQUESTED  
 DATE REQUESTED: 05/24/1996 TIME REQUESTED: 11:00:30  
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
 NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX  
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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*[Handwritten signature]*

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 96 MAY 28 PM 1:08  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*5/24/96*

*[Handwritten initials]*

*[Large handwritten signature]*

DIVISION OF CORPORATIONS

96 MAY 24 PM 1:18

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MAY-20-1996 10:44 FROM

TO

19049224000 P.01

05/24/96 13:44 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 24, 1996

EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST STE 200  
MIAMI, FL 33135

SUBJECT: CENTRO ASISTENCIAL BRASILEIRO, INC.  
REF: W96000011179

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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

Please return 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 (904) 487-6878.

Terri Buckley  
Corporate Specialist

FAX Aud. #: M96000007374  
Letter Number: 096A00026205

MAY-20-1996 10:45 FROM

TO

19049224000

P.02

5/24/90

FLORIDA DIVISION OF CORPORATIONS

11:00 AM

PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-

FAX: (904) 922-4000

CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

((H96000007374))

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*Brazilian Assistant  
Services, Inc.  
Center*

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PREPARED BY:  
ERNESTO HUERTAS, ACCOUNTANT  
H & V ORMAT PROFESSIONAL, INC.  
8001 N.W. 7 ST # 8  
MIAMI, FL 33126  
TEL: (305) 265-1547

9

**ARTICLE OF INCORPORATION OF  
CENTRO ASSISTENCIAL BRASILEIRO, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY 28 PM 1:08

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**ARTICLE I NAME**

The name of this corporation is **CENTRO ASSISTENCIAL BRASILEIRO, INC.**

**ARTICLE II LOCATION**

The Street, Address, City, County and State in which the principal office of the corporation are to be located are 2455 S.W. 27 th Avenue Suite 200, Miami, FL 33145. The Board of Directors may from to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE III PURPOSE**

This purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purpose for which the corporation is organized shall be:  
**Assistencia Social, Cultural and Espiritual.**
3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

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4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.
7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.
8. To engage in any kind or activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (e) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

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11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

#### ARTICLE IV INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Francisco Daniel Da Silva President - Treasurer	2455 S.W. 27 th Ave Suite 200 Miami, FL 33145.
Marcos C de Oliveira Vice-President	2455 S.W. 27 th Ave Suite 200 Miami, FL 33145.
Marcial Figueredo Secretary	2455 S.W. 27 th Ave Suite 200 Miami, FL 33145.

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Francisco De Assis Pires  
Director

2455 S.W. 27 th Ave Suite 200  
Miami, FL 33145.

Javier Lopera  
Director

2455 S.W. 27 th Ave Suito 200  
Miami, FL 33145.

**ARTICLE V AMENDMENT**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board. It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE VI**

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice said meeting in writing.

**ARTICLE VII**

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

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**ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of this corporation is 2455 S.W. 27 Ave Suite 200 Miami, FL 33145 and the name of the initial registered agent of this corporation at that address is Javier Lopez.

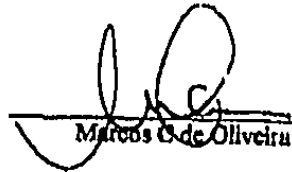
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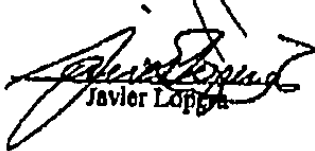
IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Corporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 21 day of May, 1996.

  
Francisco Daniel Da Silva

  
Marcos G de Oliveira

  
Maciel Lobredo

  
Francisco De Assis Pires

  
Javier Lopez

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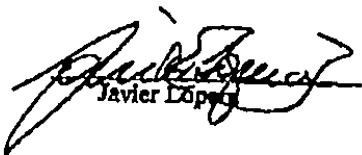
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

1. **CENTRO ASSISTENCIAL BRASILEIRO, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Corporation at the Miami, State of Florida, has named Javier Lopez, located at 2455 S.W. 27 Ave Suite 200, County of Dade, State of Florida, 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.

  
Javier Lopez

FILED  
96. MAY 28 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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