

P950000

Charter Number

63333

8/15/95

knightsbridge Consultants

Requestor's Name

155 S. Miami Ave PH-1

Address

Miami FL 33130

City

State

ZIP

Phone

1029A

VALIDATION ONLY

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SECRET
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CORPORATION(S) NAME

BR-SOUTH BRAZIL Corp.



Empire Toll Free: 1-800-432-3028

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

AUG 16 1995

AUG 10 1995

ARTICLES OF INCORPORATION

OF

BR - SOUTH BRAZIL CORP.

The undersigned, heroby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

ARTICLE I - NAME

The name of the corporation shall be **BR - SOUTH BRAZIL CORP.**

ARTICLE II - ACTIVITY

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - MAXIMUM SHARES

The maximum shares of stock, at ten cents (\$0.10) par value, that this Corporation is authorized to have outstanding at any time is **One Million (1,000,000) shares.**

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will not be less than **One thousand dollars (\$1,000.00) Dollars.**

ARTICLE V - CAPITAL STOCK

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lien of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

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1995 AUG 16 PM 4:17
SECRETARY OF
TALLAHASSEE

ARTICLE VI - EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this Corporation shall be at:

**1620-22 NORTH FEDERAL HWY.
FT. LAUDERDALE, FL 33305**

ARTICLE VIII - BOARD OF DIRECTORS

The number of the board of directors of the Corporation shall not be less than one person. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

**CARLO J. FRANCESCHINI President
1620-22 N. FEDERAL HWY.
FT.LAUDERDALE, FL 33305**

**MASSIMO LORENZETTI Vice-President
RUA EVALDO WENDLER, 90
CURITIBA, PARANA, BRAZIL**

**PAULO ROBERTO SANTOS NASCIMENTO Secretary
AVENIDA 7 DE SETEMBRO, 5-082 APT.181
CURITIBA, PARANA 80-240-000 - BRAZIL**

**HAMILTON R. CONDESSA Treasurer
RUA COMENDADOR ARAUJO, 652 - CJ. 09
CURITIBA, PARANA 80-420-000, BRAZIL**

ARTICLE IX - SHAREHOLDERS

The names and post office addresses of each shareholder to the articles of incorporation are as follows:

CARLO J. FRANCESCHINI 250,000 Shares
1620-22 N. FEDERAL HWY.
FT.LAUDERDALE, FL 33305

MASSIMO LORENZETTI 250,000 Shares
RUA EVALDO WENDLER, 90
CURITIBA, PARANA, BRAZIL

PAULO ROBERTO SANTOS NASCIMENTO 250,000 Shares
AVENIDA 7 DE SETEMBRO, 5-082 APT.181
CURITIBA, PARANA 80-240-000 - BRAZIL

HAMILTON R. CONDESSA 250,000 Shares
RUA COMENDADOR ARAUJO, 652 - CJ. 09
CURITIBA, PARANA 80-420-000, BRAZIL

ARTICLE X - INCORPORATORS

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

CARLO J. FRANCESCHINI
1620-22 N. FEDERAL HWY.
FT.LAUDERDALE, FL 33305

PAULO ROBERTO SANTOS NASCIMENTO
AVENIDA 7 DE SETEMBRO, 5-082 APT.181
CURITIBA, PARANA 80-240-000 - BRAZIL

ARTICLE XI - LIMITATIONS OF CORPORATE STOCK

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

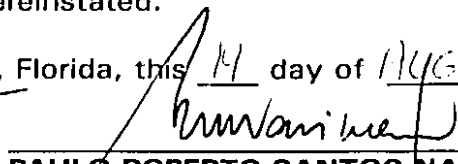
ARTICLE XII - FURTHER RIGHTS

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 14 day of AUGUST, 1995.


CARLO J. FRANCESCHINI


PAULO ROBERTO SANTOS NASCIMENTO

STATE OF FLORIDA]
] SS.
COUNTY OF DADE]

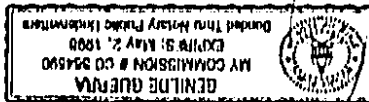
Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **CARLOS J. FRANCESCHINI** and **PAULO ROBERTO SANTOS NASCIMENTO** who, after showing Passport as identity and being duly sworn by me, depose and say that they signed the above foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This
11 day of AUGUST, 1995.



Notary Public, State of Florida

My commission expires:



FILED
1995 AUG 16 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

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

That **BR - SOUTH BRAZIL CORP.** is qualified to do business under the laws of
the State of Florida, with its principal office at **1620-22 N. Federal Hwy.,
Ft.Lauderdale, Florida 33305** and has appointed **CARLO J. FRANCESCHINI** at
the same principal office address as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
Corporation at the place designated in the Certificate, I hereby state that I
am familiar with, understand and accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open said office.


CARLO J. FRANCESCHINI
Registered Agent

P95000063333

Suite 110
1300 North Federal Highway
Boca Raton, Florida 33432-2848

Telephone (501) 305-7303
Facsimile (501) 308-7007

January 14, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ATTENTION: VELMA

RE: ARTICLES OF INCORPORATION OF:
BR - SOUTH BRAZIL CORP.

500002062115--2
-01/17/97--01030--004
*****35.00 *****35.00

Dear Velma:

Enclosed herewith please find a check numbered 1661 in the amount of \$35.00 representing the requisite filing fees and the original and copy of the Amendment to Articles of Incorporation for above-referenced corporation.

Please return a conformed stamped copy in the enclosed self-addressed envelope.

Should you have any questions, please contact the undersigned as soon as possible to avoid delay.

Sincerely yours,

ROSEMARIE A. GERONAZZO, P.A.

By: 
ROSEMARIE A. GERONAZZO, ESQUIRE

RAG/ag

Enclosures

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
JAN 17 1997
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AMENDMENT TO ARTICLES OF INCORPORATION FOR
BR-SOUTH BRAZIL CORP.

1. The following provisions of the Articles of Incorporation of BR-SOUTH BRAZIL CORP, a Florida corporation, filed on August 16, 1995, under Charter Number P98000063333 be and they are amended in the following particulars:

Article(s) III, Section(s) be and it hereby is amended to read as follows:

"The number of shares of corporate stock issued at a par value of \$1,000.00 per share shall be increased from 1,000,000.00 to 1,250,000.00, thus allowing the issuance of an additional 250,000.00 shares of stock to be issued to JUSTIN TEKE, by issuance of a stock certificate effective August 31, 1996 in accordance with the SHAREHOLDER'S AGREEMENT duly executed on August 31, 1996."

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 31 day of August, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 5 day of DECEMBER, 1996.

BR-SOUTH BRAZIL CORP.

By Carlo J. Franceschini
CARLO J. FRANCESCHINI,
President

Hamilton Raitani Condesa
HAMILTON RAITANI CONDESSA
Secretary

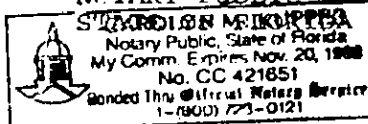
STATE OF FLORIDA

COUNTY OF DEDEWATER

BEFORE ME, the undersigned authority, personally appeared CARLO J. FRANCESCHINI, President and HAMILTON RAITANI CONDESSA Secretary respectively of BR-SOUTH BRAZIL CORP, known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5 day of DECEMBER 1996.

My Commission Expires:



AT LARGE

TEKE

— PROPERTY MANAGEMENT —
& INVESTMENTS

P. O. BOX 4210 • FORT LAUDERDALE • FLORIDA 33338 • OFFICE (305) 739-3389 • BEEPER (305) 768-2211