

P97000024063

ACCOUNT NO. : 072100000032

REFERENCE : 296407 131156A

AUTHORIZATION

COST LIMIT

*Patricia Piguit*  
\$0.00

ORDER DATE : March 17, 1997

ORDER TIME : 2:54 PM

ORDER NO. : 296407-005

CUSTOMER NO: 131156A

CUSTOMER: Barry N. Brumer, Esq  
BARRY N. BRUMER, ESQ

Major Center Office Plaza  
Suite 230 5728 Major Boulevard  
Orlando, FL 32819

DOMESTIC FILING

NAME: COIMBRA CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 MAR 17 PM 4:24  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 MAR 17 PM 4:11

K.R. MAR 18 1997

## ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

### ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

COIMBRA CORPORATION

The principal place of business of this Corporation shall be:

4618 Middlebrook Road # 4562-K  
Orlando, FL 32811

### ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

### ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

### ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than two.

FILED  
MAR 17 PM 4:24  
TALLAHASSEE  
FLORIDA

#### ARTICLE VII - STOCK SUBSCRIBERS

The name and address of the stock subscribers are:

NAME: Paramount Viagens e Turismo Ltda  
ADDRESS: Av. Paes de Barros, 1591, Loja 7  
Sao Paulo, Brazil 60%

NAME: Celso dos Santos Coimbra  
ADDRESS: 4618 Middlebrook Road, # 4562-K  
Orlando, FL 32811 40%

#### ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Celso dos Santos Coimbra  
ADDRESS: 4618 Middlebrook Road, # 4562-K  
Orlando, FL 32811  
POSITION: President

NAME: Monica Venturini Coimbra  
ADDRESS: 4618 Middlebrook Road, # 4562-K  
Orlando, FL 32811  
POSITION: Treasurer/Secretary

#### ARTICLE IX - AMENDMENT

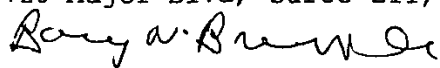
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

#### ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

#### ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

  
Barry N. Brumer, Esquire

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 11th day of March of 1997.

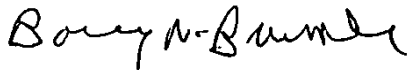


Notary Public  
State of Florida at Large  
My Commission Expires:



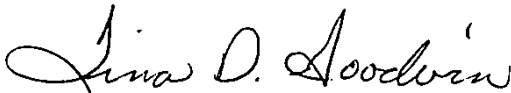
ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for COIMBRA CORPORATION.



Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 11th day of March, 1997.



Notary Public  
State of Florida at Large  
My Commission Expires:

