

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Gold & Bell, Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GOLD & BELL, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I
Name**

The name of the Corporation is Gold & Bell, Inc.

**ARTICLE II
Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is 2030 S. Douglas Road, Unit 109, Coral Gables, Florida 33134.

**ARTICLE III
Purpose**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV
Shares**

The Corporation shall have authority to issue 1,000 common shares with a par value of \$0.01 per share.

**ARTICLE V
Initial Registered Agent and Office**

The street address of its initial registered office is CFRA, LLC, 4221 W. Boy Scout Blvd., Suite 1000, Tampa, Florida 33607.

**ARTICLE VI
Incorporator**

The name and address of the incorporator is:

Name

Address

12476666.2

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Ricardo Ribeiro Bellino

Al. das Sibipirunas, 1299
Portaria I -- Ville Chamonix
Itatiba-Brazil SP - 13257-610

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE IX
Initial Directors

The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Ricardo Ribeiro Bellino	Al. das Sibipirunas, 1299 Portaria I -- Ville Chamonix Itatiba-Brazil SP - 13257-610

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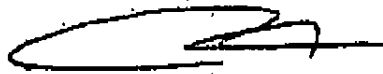
Ricardo Samuel Goldstein

Rua Prudente de Moraes
1259, Apt. 401
Ipanema- Rio de Janeiro-RJ
Brazil
CEP 22420-043

Wellington Amaral, Jr.

Avenida Cauaxi, 222
Apt #804 SM
Alphaville-Barueri SP 06454-941
Brazil

Dated this 12th day of December 2007.



Ricardo Bellino, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 12th day of December 2007.

REGISTERED AGENT:
CFRA, LLC

By: 

Andrew J. Markus

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