

F96000001012
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BORROSO TURISMO LIMITADA
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jose Marlos Benedini
(Name of Person)
Benedini Tour Operators
(Firm/Company)
672 North Semoran Blvd. Ste. 201
(Address)
Orlando, Florida 32807
(City/State/Zip)

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*****70.00 *****70.00

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Should you need to call someone concerning this matter, please call:

Paul Solano
(Name of Person) at (407) 381-4432
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 8, 1996

JOSE M. BENEDINI
% BENEDINI TOUR OPERATORS
672 NORTH SEMORAN BLVD., STE 201
ORLANDO, FL 32807

SUBJECT: BORROSO TURISMO LIMITADA
Ref. Number: W96000002957

We have received your document for BORROSO TURISMO LIMITADA and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

A photocopy of the certificate of existence is not acceptable.

YOU WOULD NEED TO PROVIDE A ENGLISH TRANSLATION OF THE CERTIFICATE.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 796A00005630

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Borroso Turismo Limitada
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Brazil
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. 9/02/93
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 574842
Orlando, Fl 32857-4842
(Current mailing address)
8. Tours
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Jose Marlos Benedini

Office Address: 672 No. Semoran Blvd. Suite 201

Orlando, _____, Florida, 32807
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Jose Marlos Benedini

Address: 8102 Citrus Chase Drive, Orlando, Fl 32836

Vice Chairman: Jose Carlos Benedini

Address: 8102 Citrus Chase Drive
Orlando, Fl 32836

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Jose Marlos Benedini

Address: 8102 Citrus Chase Drive, Orlando, Fl 32836

Vice President: Jose Carlos Benedini

Address: 8102 Citrus Chase Drive
Orlando, Fl 32836

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOSE MARLOS BENEDINI - CHAIRMAN
(Typed or printed name and capacity of person signing application)

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SOCIAL CONTRACT

HELIO DE FIGUEIREDO BARROSO FILHO, brazilian, single, travel agent, holder of identification card RG No. 11.518.903-SSP/SP and work identification No. 046.421.758-06, resident and dwelling at Major Garcia #420, Altinopolis, Sao Paulo, and, **DARCLE VICENTINI BARROSO**, brazilian, widow, merchant, holder of identification RG No. 3.388.280-SSP/SP and work identification No. 136.728.938-62, resident and dwelling at Major Garcia #420, Altinopolis, Sao Paulo, both contracted to form a limited partnership, will be governed according to or are established as clauses and conditions as follow:

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I - TYPE OF PARTNERSHIP

This will be a limited partnership that will be governed by clauses and conditions of this instrument, and in omitted cases effective regulations.

II - CORPORATE DESIGNATION AND USE

The corporation named **BARROSO TURISMO LTDA. - ME**, assigns, **HELIO DE FIGUEIREDO BARROSO FILHO**, responsible for signing for the corporation, notwithstanding, solely and exclusively to do business which refers to the interest of the corporation, prohibiting the use of security deposits or any other deposits for the private use of the shareholders or any third party.

III - CORPORATION OBJECTIVE

The corporation will have as an objective to branch out as an "Agency of travel and tourism.-"

IV - CORPORATE LOCATION

The corporate location is RUA BERNARDINO DE CAMPOS No. 1001 - 12o ANDAR - APT. 1202, HIGIENOPOLIS, CEP 14015-130, city of RIBEIRAO PRETO, SAO PAULO and any other location that is opened in any other part of the national territory.

V - CORPORATE SHARES

The Corporate shares are \$300,000.00 cruzeiros (THREE HUNDRED THOUSAND CRUZEIROS REAIS), divided into 300,000.00 (three hundred thousand reais) shares, with a par value of \$1.00 (one cruzeiro reais) per share, totally integrated in this business, in the national currency, in which the total of the currency is subscribed and distributed between the shareholders in the following proportion:

HELIO DE F. BARROSO FILHO	-	95%	285,000 shares	\$285,000.00 Cr.
DARCLE VICENTINI BARROSO	-	5%	15,000 shares	\$ 15,000.00 Cr.
TOTAL		300,000 shares	\$300,000.00 Cr.

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§1st - The responsibilities of the officers and, formed by the Law, as limited by the capital social.

§2nd - No officer will be permitted to sell, offer, transfer or set up any shares of the corporation that are owned by the corporation, withouth the written consent of the other officers, that will always have preference in the acquisition.

VI - DURATION OF THE CORPORATION

The corporation will have a duration for an indeterminate time period, considering the beginning date to be the 1st day of September, 1993, with the ability in the meanwhile to dissolve at any time, as long as there is valid regulation for the such.

VII - MANAGEMENT

The management of the corporation will be exercised by the discretion of the officer, HELIO DE F. BARROSO FILHO, whom will act as such and will act as agent to materialize or develop a greater social corporation.

VIII - WITHDRAWALS

HELIO DE F. BARROSO FILHO, will be the only officer that will have the right to a monthly withdrawal for compensation of officer, which will be debitted from the corporate account, who's business levels will be fixed in accordance with the other officers within the limits established by the effective regulations.

IX - BALANCE SHEET

At the end of every year, December 31st, the balance sheet will be drawn up to establish the profits or losses generated by the corporation. If there is a profit, the partners will decide the use of the profit. If there is a loss, there will be a special account established so that they can cover the balances with future profits.

X - DEATH

In case of death of any officer, owner of shares, the association will dissolve and the surviving officer will have 30 days to generate a balance sheet and pay the inheritors of the deceased officer or the legal representative, the portion due that officer. If in accordance with the law, the surviving inheritors decide to create a new partnership, the such will be permitted.

XI - PLEDGE DECLARATION

The partners declare that they will not be involved in any illegal transactions, and only follow the laws governing the merchant activities.

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XII- DISAGREEMENTS

In case of disagreement, including any death of the officers, and between the inheritors, will be resolved by arbitration.

E. Under this agreement, we agree to follow this **PARTNERSHIP AGREEMENT** signed by each party in the presence of two witnesses.

Ribeirao Preto, 1st day of September, 1993

Handwritten signature

HELIO DE FIGUEIREDO BARROSO FILHO

Handwritten signature

DARCLE VICENTINI BARROSO

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WITNESSES:

1st) _____
MAURICIO ANTONIO CORO

2nd) _____
MILTON CESAR GRACIOLI

I, hereby certify that his a true and accurate translation of the above named document. I am a translator and notary public in the state of Florida. I sign, affirming that I am the person that accurately translated the document, this 23rd day of January, 1996.

State of Florida
County of Orange

Handwritten signature of Joylyne Marie Solano
Joylyne Marie Solano
Notary Public



JOYLYNNE MARIE SOLANO
My Comm Exp. 3/21/99
Bonded By Service Ins
No. CC447024

Notary Public