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Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

greenfrog amazon foundation, inc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 11, 2000

EMPIRE

SUBJECT: GREENFROG AMAZON FOUNDATION, INC.
REF: W00000024609

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**ARTICLES OF INCORPORATION
OF
FLORIDA NONPROFIT CORPORATION**

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TALLAHASSEE, FLORIDA

ARTICLE ONE-NAME, PRINCIPLE OFFICE AND MAILING ADDRESS

The name of this corporation is **GREENFROG AMAZON FOUNDATION, INC.**

The principle office and mailing address of this corporation is: 1940 Harrison Street, Suite 300, Hollywood, Florida 33020.

ARTICLE TWO-CORPORATE NATURE

This is a nonprofit corporation, organized solely for general civic purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE THREE-DURATION

The term of existence of the corporation is perpetual

ARTICLE FOUR-PURPOSE

The specific and primary purposes for which the corporation is formed are:

- A. For the advancement of civic, cultural, recreational and any other related or corresponding civic purposes by the distribution of its funds for such purposes.
- B. To establish a Foundation for the purpose of environmental conservation and education.
- C. To operate exclusively in any other manner for such civic purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the

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distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE FIVE- MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3) provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of years as set forth in the By-Laws.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

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The names and addresses of such initial members of the Board of Directors are as follows:

Mauro Souza-Filho	9300 S. Dadeland Boulevard, Miami, Florida 33156
Liliane Rique Souza-Filho	9300 S. Dadeland Boulevard, Miami, Florida 33156
Hernan Souza-Filho	9300 S. Dadeland Boulevard, Miami, Florida 33156

B. Corporate Officers. The Board of directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President:	Mauro Souza-Filho
Vice President:	Liliane Rique Souza-Filho
Treasurer:	Liliane Rique Souza-Filho
Secretary:	Liliane Rique Souza-Filho

ARTICLE SIX-EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV above.

B. No substantial part of the activities of the corporation shall be the carrying on of

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propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE SEVEN-DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, 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 provision of any future United Revenue Law), as the Board of Directors shall determine.

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Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT-MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE NINE- SUBSCRIBERS

The names and residence addresses of the Incorporators of this corporation are as follows:

Fred Hochsztein 1940 Harrison Street, Suite 300, Hollywood, Florida 33020

ARTICLE TEN - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution by the Board of Directors, or following the procedure set forth therefor in the By-Laws.

ARTICLE ELEVEN-DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

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ARTICLE TWELVE-REGISTERED AGENT AND OFFICE

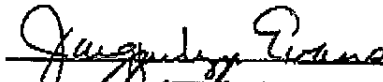
The address of the corporation's registered office shall be 1940 Harrison Street, Suite 300, Hollywood, Florida 33020 and the name of its registered agent at said address shall be Fred Hochshtein.


ARTICLE THIRTEEN-AMENDMENT OF ARTICLES


Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

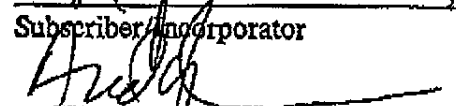
We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 6 day of ^{October}~~September~~, 2000.

WITNESSED BY:







Subscriber/Incorporator


Resident Agent

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

BEFORE ME, personally appeared FRED HOCHSZTEIN, well known to me to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein

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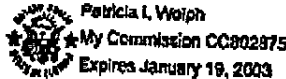
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expressed.

WITNESS my hand and official seal this 0 day of October 2000.

My Commission Expires:

Patricia L. Weigh
NOTARY PUBLIC, STATE OF FLORIDA



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said Act:

That GREENFROG AMAZON FOUNDATION, INC., desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation
at the City of Cooper City, County of Broward, and the State of Florida, has named, FRED
HOCHSZTEIN, ESQ., 1940 Harrison Street, Suite 300, Hollywood, Florida 33020 as its agent
to accept service of process within its State.

Fred
INCORPORATOR

DATED: October 6, 2000

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ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.


RESIDENT AGENT

DATED: 10/6/00

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TALLAHASSEE, FLORIDA

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