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**FLORIDA PROFIT CORPORATION OR P.A.**

**MJQ BRAZIL, INC.**

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**ARTICLES OF INCORPORATION  
OF**

**MJQ Brazil, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the Corporation shall be: **MJQ Brazil, Inc.**

**ARTICLE II  
DURATION**

The Corporation shall have a perpetual existence.

**ARTICLES III  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
PRINCIPAL OFFICE**

The initial principal office of this Corporation shall be:

**777 East Port Road  
Riviera Beach, Florida, 33404**

This Instrument Prepared by:  
Mark J. Scheer, Esq.  
Gunster, Yoakley & Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131  
Florida Bar No. 0710430

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The mailing address of this Corporation shall be:

777 East Port Road  
Riviera Beach, Florida 33404

ARTICLE V  
SHARES

- a. The maximum number of shares of stock that this corporation is authorized to issue is 10,000 with a par value of \$1.00 per share.
- b. Shareholders shall not have preemptive rights.
- c. Shareholders shall not have cumulative voting rights.

ARTICLE VI  
DIRECTORS

The initial directors of the Corporation shall be appointed by the Incorporator. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Valdes Fauli Corporate Services, Inc.  
One Biscayne Tower - Suite 3400  
2 South Biscayne Boulevard  
Miami, FL 33131

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**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Mark J. Scheer, Esq.  
One Biscayne Tower - Suite 3400  
2 South Biscayne Boulevard  
Miami, Fl. 33131-1897

**ARTICLE IX**  
**INDEMNIFICATION**

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such

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person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE X  
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI  
BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaws adopted by shareholders if the shareholders specifically provide such Bylaws is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 3<sup>rd</sup> day of October, 2000.

  
\_\_\_\_\_  
Mark J. Scheer, Esq., Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

By: 

Mark J. Scheer, Vice President

Dated: October 3, 2000

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