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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. R BRAZIL CORP.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
RECEIVED
00 DEC 20 PM 12:27
00 DEC 20 AM 11:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/20

ARTICLES OF INCORPORATION

RBrazil Corp.

ARTICLE I

The name of this corporation shall be:
RBrazil Corp.

With the principal place of business located at:
168 S.E. 1ST. Street # 1103
Miami, Fl 33131

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ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida..

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V
INITIAL REGISTERED OFFICE**

The street address of the registered office of this Corporation is:
25 S.E. 2nd av. Suite 540
Miami, Fl 33131

The Name of the initial REGISTERED AGENT of this Corporation is:
TANIA CASCAIS

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This Corporation shall have 2(two) Directors initially, the number of Directors may be either increased or diminished from time to time according to the bylaws, but shall never be less than one(1). The initial Directors of this Corporation are:

President -	JOAO ASSIS MEIRA NETO with 50% of the shares
Vice - President -	ANDRE PENA NUNES with 50 % of the shares
Secretary -	ANDRE PENA NUNES

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing this article is:

A handwritten signature in black ink, appearing to read "Andre Pena Nunes", written over a horizontal line.

Andre Pena Nunes
168 S.E. 1ST St. # 1103
Miami, Fl 33131

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

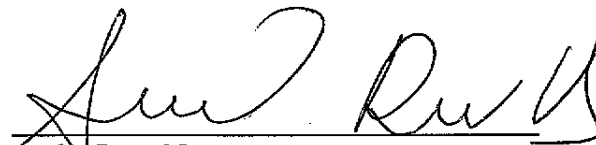
**ARTICLE IX
MANAGEMENT OF CORPORATION**

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the President and the shareholders of this Corporation.

**ARTICLE X
BY LAWS**

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporators has executed these Articles of Incorporation this 17th day of December, 2000.

A handwritten signature in black ink, appearing to read "Andre Pena Nunes", is written over a horizontal line.

Andre Pena Nunes
168 S.E. 1ST St. # 1103
Miami, FL 33131

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

RBrazil Corp.
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,
WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE,
STATE OF FLORIDA HAS APPOINTED:

TANIA CASCAIS
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
RBrazil Corp.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE
CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO
COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 15TH DAY OF December, 2000


Registered Agent

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TALLAHASSEE FLORIDA