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Brazilian Help Center
739 E. Atlantic Blvd

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CORPOI Pompano Beach - 33060
Florida -

IDENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) 500003497235--1
-12/12/00--01068--015
****157.50 ****78.75

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
00 DEC 28 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 18, 2000

BRAZILIAN HELP CENTER
739 E ATLANTIC BLVD
POMPANO BEACH, FL 33060

SUBJECT: B.H. TOUR, INC.
Ref. Number: W00000029545

We have received your document for B.H. TOUR, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

The registered agent and street address must be consistent wherever it appears in your document.

PLEASE LIST THE NAME AND ADDRESS OF THE OFFICERS IN ARTICLE VII.

Please return the original and one copy of 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 (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 800A00063375

ARTICLES OF INCORPORATION

OF

B.H. TOUR INC

FILED
DEC 28 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under CHAPTER 607 of the laws of State of Florida .

ARTICLE I. NAME

The name of the corporation shall be, **BH TOUR INC**, and the principal office of this corporation shall be **739 E. ATLANTIC BLVD** in the city of **POMPANO BEACH**, state of **FLORIDA**, and zip code **33060**, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having one (\$ 1.00) dollar par value per share .

ROSELI OLIVEIRA

1.000 SHARES

ARTICLE IV.
ADDRESS

The street address of the initial registered office of this corporation shall be **739 E. ATLANTIC BLVD**, in the city of **POMPANO BEACH**, state of **FLORIDA**, and zip code **33060**, and the name of the initial registered agent of this corporation at that address is **ROSELI OLIVEIRA**

ARTICLE V.
TERMS OF EXISTENCE

This corporation is to exist perpetually .

ARTICLE VI.
DIRECTORS

All corporate power shall be exercised by or under the authority of **B.H. TOUR INC**, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation . this corporation shall have one (1) Director, initially .The number of Director may be either increased or decreased from time to time by amendment of the By Laws of the corporation in the manner provided by law, but shall never be less than one (1).The name (s) and street address (es) of the initial member (s) of the Board of Director (s) are :

ROSELI OLIVEIRA

ARTICLE VII.
OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first (1 st) year of the corporation, or until their successors are elected or appointed are :

ROSELI OLIVEIRA (P)
6208 MOHAWK TERRACE, MARGATE FL 33063

ARTICLE VIII.
INCORPORATOR

The names and street address of the incorporater to these Articles of incorporation
is :

**WILSON ROBERTO ALVES
6208 MOHAWK TERRACE
MARGATE, FLORIDA
33063**

ARTICLE IX.
BY LAWS AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall
be vested in the Board of Directors and the Shareholders.

ARTICLE X.
INDENTIFICATION

The corporation may be empowered by resolution of the Board of Directors to
indemnify any officer or director, or any former officers or director, in the manner set
out any provided for in the Bylaws of this corporation, pursuant to the provisions of
Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI.
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any
action taken or to be taken by the corporation, and the writings evidencing their consent
are filed with the Secretary of the corporation, the action shall be as valid as though it
had been authorized at a meeting of the Board of Directors.

ARTICLE XII.
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the stockholders
and Directors, in the manner provided by the Florida Statutes.

ARTICLE XIII
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholders who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre emptive rights. The right may also be waived by affirmative written waive submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIV
DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of Its directors, or between a corporation and any other corporation, firm, association or other entily, in which one or more of its directors are directors of officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose :

1. If the fact or such commom directorship, officership or financial interest is disclosed or know to the board or committee, and the board or committee approves such

contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders ; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XV. **INFORMAL ACTION OF SHAREHOLDERS**


Any action of shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, The undersigned agent of has hereunto set his hand and seal this 5TH day of November, 1999.


By: **WILSON ROBERTO ALVES**
INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

ROSELI OLIVEIRA, an individual , and having been designated as
the Registered Agent in the above and foregoing Articles, is familiar with and accepts
the obligations of the position of Registered Agent under Section 607.0505, Florida
Statutes.


By: **WILSON ROBERTO ALVES**
Its Registered Agent


By: **ROSELI OLIVEIRA**
President

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00 DEC 28 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA