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Whittemore Carrigan Chavarria LLP
CPA's & Associates
11282 W Hillsborough Avenue
Tampa, FL 33635
(813) 854-3233

August 29, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.50 *****78.50

SUBJECT: BRAPESA, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.50.

Please file the original articles and return the certified copy to me at the above address.

Sincerely,


Rosa M. Chavarria, Incorporator

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK SEP 07 2001

(4)

**ARTICLES OF INCORPORATION
OF
BRAPESA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

BRAPESA, INC.

The principle office and mailing address of this corporation shall be : 3112 w. Kennedy Blvd, #103, Tampa, FL 33609

ARTICLE II

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Registered Office and Registered Agent

Rosa M. Chavarria
11282 W. Hillsborough
Tampa, FL 33635

ARTICLE V

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of the persons who are to serve as members thereof is as follows:

Rodolfo Brapesi
4711 S Himes Ave #112
Tampa, FL 33611

Jose A Oliveri
8534 Sea Harbor Ln
Tampa, FL 33611

Mario Quiroz
8021 Lucuya Way
Tampa, FL 33637

ARTICLE VII

Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein state.


Rosa M. Chavarria, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

In compliance with Section 48.901, Florida Statutes, the following is submitted:

BRAPESA, INC. with its principal place of business at City of Tampa County of Hillsborough, state of Florida, , located at 3112 W. Kennedy Blvd., #103, Tampa, Florida 33609 has named Rosa M. Chavarria as it's agent to accept service of process within Florida.

Rosa M. Chavarria
Rosa M. Chavarria, Incorporator

8-28-01
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Rosa M. Chavarria
Rosa M. Chavarria, Registered Agent

8-28-01
Date

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TALLAHASSEE, FLORIDA