

P01000/18186

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BRAZIL EXPRESS IMPORT AND EXPORT, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100004724641--7
-12/13/01--01053--003
*****78.75 *****78.75

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ANGELA SANTOS
Name (Printed or typed)

4699 N. FEDERAL HWY #109
Address

POMPANO BEACH FL 33064
City, State & Zip

(954) 786-0509
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 13 PM 3:40

FILED

NOTE: Please provide the original and one copy of the articles.

T. Burch DEC 13 2001

**ARTICLES OF INCORPORATION
OF
BRAZIL EXPRESS IMPORT & EXPORT, INC.**

The name of this corporation is: BRAZIL EXPRESS IMPORT & EXPORT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLE ONE

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of any lawful act or activity for which corporations may be organized under the laws of the State of Florida and accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any and all powers, either as principal, agent or broker, conferred by Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE THREE

This corporation is authorized to issue shares as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 100 shares.
- C. Par Value: Each share of Common Stock shall have no par value.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real and personal property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and nonassessable.
- F. Voting Rights: Each holders of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all debts and obligations.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the Initial Registered Office of this corporation is 4699 N. Federal Hwy # 109 Pompano Beach, Florida 33064, and the name of the Initial Registered Agent of this corporation at that address is ANGELA SANTOS.

ARTICLE FIVE

INCORPORATOR AND CORPORATE ADDRESS

The incorporator for BRAZIL EXPRESS IMPORT & EXPORT, INC. are

RENATA FRANCHI

whose address is: 6159 Navarro Terrace
Margate, FL 33063 - 000

ANDREA BUENO ROCHA

6159 Navarro Terrace
Margate, FL 33063-000

The principal office of the Corporation in the State of Florida shall be located in:
7546 Commercial Blvd
Laudehill, FL 33319

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially two directors. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one director. The name(s) of the initial Director(s) of this corporation is(are):

RENATA FRANCHI	- PRESIDENT
ANDREA BUENO ROCHA	- VICE-PRESIDENT

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

This corporation shall have initially two director. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one director. The name(s) of the initial Director(s) of this corporation is (are):

PRESIDENTE/TRESURER: RENATA FRANCHI
VICE-PRESIDENT/DIRETOR: ANDREA BUENO ROCHA

ARTICLE EIGHT

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE NINE
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly) as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE TEN
SHAREHOLDER QUORUM AND VOTING

Five-one per cent of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at the meeting of shareholders.

If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE ELEVEN
APPROVAL OF SHARESOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or nor such approval is required by law.

ARTICLE TWELVE
DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for meeting of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be act of the Board of Directors.

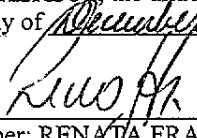
ARTICLE THIRTEEN
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE FOURTEEN
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation of any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of December, 2001.




Subscriber: RENATA FRANCHI
Address: 6159 Navarro Terrace
Margate FL 33063



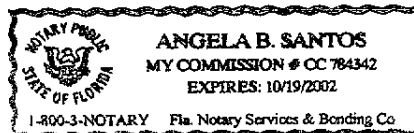
ANDREA BUENO ROCHA
Address: 6159 Navarro Terrace
Margate FL 33063

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Renata Franch and Andrea Bueno Rocha known to me and known by me to be the person who executed the foregoing Articles of Incorporation this 11 day of December, 2001.



Notary Public State of Florida



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: OPAZIL EXPRESS IMPORT AND

EXPORT, INC.

2. The name and address of the registered agent and office is:

ANGELA SANTOS

(Name)

4699 NORTH FEDERAL HWY #109

(P.O. Box not acceptable)

POMPANO BEACH FL 33064

(City/State/Zip)

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.

Angela Santos
(Signature)

12/10/2001
(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 13 PM 3:40

FILED