

CT CORPORATION SYSTEM

P020000001816

FILED
02 JAN -7 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Gaucha Rodizio Inc.

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<input checked="" type="checkbox"/> Profit <i>Articles</i>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 JAN -7 AM 11:27
DIVISION OF CORPORATION

Name _____
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Verifier _____
W.P. Verifier _____

1/7/02

Order#: 5030355

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Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

J. BRYAN JAN - 7 2002

ARTICLES OF INCORPORATION
OF
GAUCHO RODIZIO INC.

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TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: Gaucho Rodizio Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 831 Whisperwood Trail, Fenton, Michigan 48430-2200.

THIRD: The number of shares the corporation is authorized to issue is: 10,000.

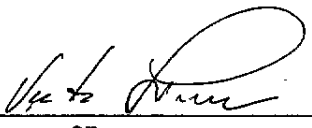
FOURTH: The street address of the initial registered office of the corporation is: c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

FIFTH: The names of addresses of the persons who are to serve as initial directors are:

<u>Name</u>	<u>Mailing Address</u>
Victor Smirnow	831 Whisperwood Tr. Fenton, MI 48430-2200
Jayant K. Ganatra	34312 Lake Hurst Dr. Farmington Hills, MI 48331
William Zielke	11411 Oregon Circle Fenton, MI 48430
Olavo Piton	Rua Celestino Goncalves Bueno n. 120 Casa 3 CEP 03732-080 Sao Paulo, Brazil
Milton Fratta	Rua Guapore n. 135 CEP 09560 Sao Cactano do Sul S.P., Brazil
Wanderley Mantovani	Rua Mario Augusto do Carmo n. 515 apt. 61, Jardim Avelino CEP 03732-070 Sao Paulo, Brazil

SIXTH: The name and address of each incorporator is: Victor Smirnow at 831 Whisperwood Trail, Fenton, Michigan 48430-2200.

SEVENTH: Any other provision required or permitted by law is: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Florida General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.




Signature of Incorporator

JUNE 5, 2001
Date

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT Corporation System

By:  _____
Jennifer L. Gollbach
Asst. Secretary

1/4/02
Date

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