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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Florida Department of State**  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : KALKAS BUSINESS SERVICES  
Account Number : I19980000015  
Phone : (305) 577-9716  
Fax Number : (305) 577-9718

**FLORIDA PROFIT CORPORATION OR P.A.**

**Cruzeiro Corp.**

Certificate of Status	0
Certified Copy	0
Page Count	03
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

Cruzeiro Corp.

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(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

Cruzeiro Corp.

with the principal place of business located at:

6996 Indian Creek Dr.  
Miami Beach, FL 33141

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock of no par value each share.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

245 SE 1<sup>st</sup> Street, Suite 311  
Miami, FL 33131

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

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Paulo Roberto Ferreira dos Santos; President  
R. Antonio Jaime Sapata, 48, Jardim Leda  
Guarulhos, SP, Brazil, CEP 07060-010

Valdecir Primao; Vice President  
400 Kings Point Dr. #625  
Sunny Isles Beach, FL 33160

ARTICLE VI - INCORPORATORS

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

Marti Kalkas, 245 SE 1<sup>st</sup> St. Suite 311, Miami, FL 33131

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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 director of, or shareholders of this corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of January 2002.

  
Incorporator

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

**WITNESSETH:**

That the Cruzeiro Corp. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas  
245 SE 1<sup>st</sup> Street, Suite 311  
Miami, FL 33131

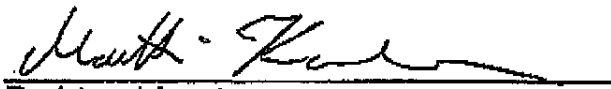
as its agent to accept service of process within the state.

**ACKNOWLEDGEMENT:**

Having been named by the

Cruzeiro 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 the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 7<sup>th</sup> day of January 2002.

  
Registered Agent

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