



CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

LEXOW BRACKINS KOFFLER

PU20000007333

January 14, 2002

02 JAN 16 AM 10:08  
FILED  
A Partnership of Professional Associations  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
409 East Ganes Street  
Tallahassee, FL 32399

100004779431--7  
-01/16/02--01032--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: ARTICLES OF INCORPORATION FOR  
TERRA BRASIL**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 70.00 Filing Fee.

If you have any questions, please call me at the number indicated below.

Sincerely,

Dennis J. Koffler, CPA  
3900 Hollywood Boulevard  
Penthouse North  
Hollywood, Florida 33021  
Phone: 954-983-7133  
Fax: 954-983-9456  
E-mail: dkoffler@bellsouth.net

J. BRYAN JAN 23 2002

**ARTICLES OF INCORPORATION**

**OF**

**TERRA BRASIL, INC.**

FILED  
02 JAN 16 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is: **TERRA BRASIL, INC.**

**ARTICLE II**

The initial street address of the principal office of the corporation, in the State of Florida is **2323 Van Buren Street, Suite #208, Hollywood, Florida 33020.**

The board of directors may, from time to time, move the principal office to any other address.

**ARTICLE III**

The corporation will engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares which the corporation is authorized to have outstanding is 1,000 shares at par value of 1.00 per share. Holders of the common stock are entitled to vote on all questions required by law as the basis of one vote per share and there

shall be no cumulative voting. Holders of the common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

#### ARTICLE V

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By Laws adopted by the stockholders, but there shall always be at least one director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer is liable to the extent permitted by law.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the

existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

The name and post office address of the members of the first Board of Directors and the officers who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

**DIRECTORS**

**VALERIA RIBEIRO DACOSTA ROCHA**  
2323 Van Buren Street, Suite #208  
Hollywood, Florida 33020

**PRESIDENT**

**ARTICLE VI**

This corporation shall designate DENNIS J. KOFFLER, CPA, with offices located at 3900 Hollywood Boulevard, Penthouse North, Hollywood, Florida 33021 as its duly authorized registered agent to be in charge of the corporation registered office as required by law.

**ARTICLE VII**

The name and address of the incorporator subscribing to these Articles is: DENNIS J. KOFFLER, CPA, 3900 Hollywood Boulevard, Penthouse North, Hollywood, Florida 33021.

**ARTICLE VIII**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved by the stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement

manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal at Hollywood, Broward County, Florida this 14 day of JANUARY, 2002.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dennis J. Koffler, CPA  
Signature/Registered Agent  
Dennis J. Koffler, CPA

1/14/02  
Date

Dennis J. Koffler, CPA  
Signature/Incorporator  
Dennis J. Koffler, CPA

1/14/02  
Date

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, a notary public duly authorized to take acknowledgments, DENNIS J. KOFFLER, CPA to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purpose therein described.

WITNESS my hand and official seal at Hollywood, Broward County, Florida the 14 day of JANUARY, 2002.

FILED  
JAN 16 AM 10:08  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Vicki J. Ford  
VICKI J. FORD  
My Comm Exp. 12/19/03  
No. CC 896697  
☒ Personally Known ☐ Other I.D.