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

**SO BRASIL, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 09      |
| Estimated Charge      | \$78.75 |

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ARTICLES OF INCORPORATION OFSÓ BRASIL INC.

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as following:

ARTICLE INAME

The name of this corporation is: SÓ BRASIL INC.

ARTICLE IIPURPOSE

The general nature of the business to be transacted by this corporation shall be:

- A) Sale of Brazillian Commodities.
- B) To Purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.
- C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories,

JOHN M. MACDANIEL, P.A.  
ONE BISCAYNE TOWER, SUITE 2975  
720 SOUTH BISCAYNE BLVD.  
MIAMI, FLORIDA 33131 - FLORIDA BAR # 202832 / (305) 374-0700

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machinery and plants, and any and all structures and erections which may at any time necessary, useful, or advantageous in the judgment of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise encumber the lands,

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things incidents to or proper in connection with the carrying on of the business of the corporation.

G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own stock, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association of

corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To all such acts and things as are incident or conducive to the premises.

J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation is formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

### ARTICLE III

#### DURATION

This Corporation shall have perpetual existence.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

#### ARTICLE V

##### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is *One Biscayne Tower, Suite 2975 - Two South Biscayne Boulevard, Miami, Florida, 33131*, and the name of the initial registered agent of this corporation at that address is *John M. MacDaniel, Esquire*.

#### ARTICLE VI

##### BOARD OF DIRECTORS

This corporation shall have *NO* Director initially. The number of directors may either increased or diminished from time to time by the By-Laws, but shall never be less than one:

## ARTICLE VII

### OFFICERS

The Corporation shall have a President, and may also have one or more additional Vice-Presidents, Assistant Secretaries, and Assistant Treasurers, and such other officers and agents as may be deemed necessary.

All other officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

## ARTICLE VIII

### INCORPORATOR

The name and address of the person signing these articles is:

JOHN M. MACDANIEL, ESQ.  
One Biscayne Tower Suite 2975  
Two South Biscayne Blvd.  
Miami, Florida 33131

## ARTICLE IX

### AMENDMENTS

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

ARTICLE X

PRINCIPAL OFFICE

At present, the principal office of the corporation is:  
One Biscayne Tower Suite 2975 - Two South Biscayne Blvd. - Miami,  
Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator, has  
executed these Articles of Incorporation this 19 day  
of March, 2002.

  
\_\_\_\_\_  
JOHN M. MACDANIEL, P.A.

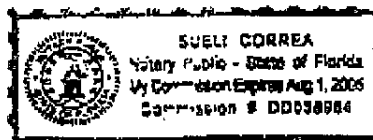
STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

Before me, a Notary Public duly authorized to take acknowledgment in the state and county set forth above, personally appeared **JOHN M. MACDANIEL** before me and known by me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 19TH day of MARCH, 2002.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



Personally Known ☒ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_




**H 02000060118**  
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICES OF PROCESS WITHIN THIS STATE AND MANAGING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that SÓ BRASIL, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at DADE COUNTY, State of Florida, has named John M. MacDaniel, Esquire, located at One Biscayne Tower, Suite 2975, Two South Biscayne Boulevard Miami, Florida, as its Registered Agent to accept service or process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JOHN M. MACDANIEL, Esquire  
Registered Agent

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