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Division of Corporations

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**Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (305) 673-0347
Fax Number : (305) 532-0738

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BRAIN FACTORY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02 03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be :
BRAIN FACTORY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is :
5300 NW 33 AVE. SUITE 119
FT. LAUDERDALE, FL 33309

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:
1500 COMMON SHARES PAR VALUE \$.10

ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)

The name(s), address(es), and title(s) of the directors and officers is:

Director, President :

ANDREAS VICENTINI

CALLE RIO-TORBES EDIFICIO ESTANCIA LA COLINA 12A

CARACAS, DF 1050 VE

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PAGE 2 BRAIN FACTORY, INC.

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

A1A CORPORATE SERVICES INC.

1221 BRICKELL AVE. 9TH FLOOR

MIAMI, FL 33131

ARTICLE VII INCORPORATOR

The name and Florida street address of the incorporator is:

A1A CORPORATE SERVICES INC.

1221 BRICKELL AVE. 9TH FLOOR

MIAMI, FL 33131

ARTICLE VIII

No director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that the foregoing clause shall not apply to any liability of a director or officer (i) for any breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was an officer or director of the Corporation.

ARTICLE IX

The incorporator resigns all powers, duties and obligations on the date of filing of the Articles of Incorporation.

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.

Paul Smith, Vice President
Signature / Registered Agent

08-06-02
Date

Paul Smith, Vice President
Signature/Incorporator

08-06-02
Date

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