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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TERRA BRAZIL FASHION, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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ARTICLES OF INCORPORATION

of  
TERRA BRAZIL FASHION, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

TERRA BRAZIL FASHION, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares ( 500 ) of ONE Dollar(s) (\$ 1.00 ) par. value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	JOAO BOSCO FERREIRA				
ADDRESS	6905 COLLINS AVE.				
CITY	MIAMI BEACH	STATE	FL	ZIP	33141

The principal office, if known, or the mailing address of the corporation is:

NAME	TERRA BRAZIL FASHION, INC.				
ADDRESS	6905 COLLINS AVE.				
CITY	MIAMI BEACH	STATE	FL	ZIP	33141

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE ( 1 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	JOAO BOSCO FERREIRA	PRESIDENTE	100% SHARES
ADDRESS	6905 COLLINS AVE.		
CITY	MIAMI BEACH	STATE	FL ZIP 33141
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

### Article VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JOAO BOSCO FERREIRA		
ADDRESS	6905 COLLINS AVE.		
CITY	MIAMI BEACH	STATE FL	ZIP 33141
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber (s) have executed these Articles of Incorporation this 31 day of OCTOBER, XX 2002

x Joao Bosco Ferreira (Seal)  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
 )  
 COUNTY OF MIAMI - DADE ) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: JOAO BOSCO FERREIRA

Joao Bosco Ferreira  
 Signature

FL. DL # F660-422-66-362-0

Form of Identification

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 Form of Identification

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that HE executed these articles of Incorporation, that I relied upon the form \_\_\_\_\_ of identification of the above named person \_\_\_\_\_ as indicated opposite each name, and that an oath was not taken.

NOTATRY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this

31 day of OCTOBER, XX 2002

\_\_\_\_\_  
 Notary Signature

Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

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***CERTIFICATE OF REGISTERED AGENT  
OF***

TERRA BRAZIL FASHION, INC.

*(name of corporation)*

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation  
at 6905 COLLINS AVE.

MIAMI BEACH, FL 33141

has named JOAO BOSCO FERREIRA

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

***ACKNOWLEDGEMENT***

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

x Joao Bosco Ferreira  
*(registered agent)*