

# P0400008238

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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DIVISION OF CORPORATIONS

## FLORIDA PROFIT CORPORATION OR P.A.

### Brasil Energy Corporation

EFFECTIVE DATE  
05-21-04

Certificate of Status	1
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Brasil Energy Corporation

### Article II. Address

The Corporation's mailing address is:  
Brasil Energy Corporation  
20801 Biscayne Blvd Suite 403  
Aventura FL 33180

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Ric Scheinkman  
Stephen P. Paris

EFFECTIVE DATE

05-21-04

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 100,000,000 shares of common stock, par value .01 per share. In addition, the Corporation shall have the authority to issue 5,000,000 shares of preferred stock, par value \$.01 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.


Article VI. Incorporator

The name and address of the incorporator is:  
Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 21, 2004.

The undersigned incorporator executed these Articles of Incorporation on May 24, 2004.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Karla Sarria Vice President

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

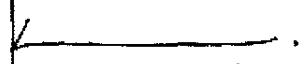
**CORPORATION:**

**Brasil Energy Corporation**

**REGISTERED AGENT/OFFICE:**

**Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE CREATIONS NETWORK INC.  
Karla Sarria, Vice President

Date: May 24, 2004

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941 Fourth Street  
Miami Beach FL 33139  
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