

Dec 03 04 04:05p
Division of Corporations

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TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EXPRESS CORPORATE FILING SERVICE INC.
Account Number : I20000000146
Phone : (305) 444-4994
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FLORIDA PROFIT CORPORATION OR P.A.

BRAZIL REALTY, INC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 3, 2004

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: BRAZIL REALTY, INC.
REF: W04000044138

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

You must list at least one incorporator with a complete business street address.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6965.

Dorine Martin
Document Specialist
New Filings Section

FAX Aud. #: H04000238753
Letter Number: 004A00067864

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

BRAZIL REALTY, INC

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights privileges immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

BRAZIL REALTY, INC

ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

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ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00)

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

*The initial post office address of the principal office of the corporation in the State of Florida is 7041 GRAND NATIONAL DR SUITE 128M, ORLANDO, FL, 32819. The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is: 286 NW 91 AVE., CORAL SPRINGS, FL 33071
Registered agent at the address is: **MOISES DOBELIN.***

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one or more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

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ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

MOISES DOBELIN
PRESIDENT

286 NW 91 AVE
CORAL SPRINGS, FL, 33071

ARTICLE X

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, WE THE INCORPORATORS HEREUNTO SET OUR HANDS AND SEALS THIS DECEMBER 02, 2004



MOISES DOBELIN (Incorporator)

286 NW 91 AVE.
CORAL SPRINGS, FL 33071

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO
PROCESS MAY BE SERVED.**

*Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida. The name of the corporation is. **BRAZIL REALTY, INC.** Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Orlando, State of Florida has named: **MOISES DOBELIN**, located at **286 NW 91 AVE, CORAL SPRINGS, FL 33071**, agent to accept process in State of Florida County of Orange.*

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



MOISES DOBELIN
REGISTERED AGENT

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

From:
Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 373-7718

FLORIDA NON-PROFIT CORPORATION

FRIENDS OF MARC INC.

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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION FOR NON-PROFIT CORPORATION

A Corporation Not for Profit formed under the Florida General Corporation Act.

ARTICLE 1: Name of Corporation: FRIENDS OF MARC INC.

Address of Corporation: **41 JOLLY ROGER DRIVE
KEY LARGO, FLORIDA 33037**

ARTICLE 2: Duration: Term of existence of the corporation is perpetual unless dissolved, according to the law.

ARTICLE 3: Purpose: The specific purpose of this Corporation is: **RAISE FUNDS FOR UPPER KEYS RETARDED CITIZENS**

ARTICLE 4: The elections for directors and the manner of their admission are provided for in the by laws of the corporation.

ARTICLE 5: The Board of Directors is as follows: (NO LESS THAN THREE)
The names and addresses of the Initial Directors:

1. CINDY EISNOR, 101 SAN JUAN DR., PLANTATION KEY, FLORIDA 33070
2. ANDREA FRESCO, 28 SNAPPER AVE, KEY LARGO, FLORIDA 33037
3. S. HARVEY ZIEGLER, 41 JOLLY ROGER DR., KEY LARGO, FLORIDA 33037
- 4.
- 5.

ARTICLE 6: This Corporation is organized under a non-stock basis.

Prepared by Ace Industries, 54 NW 11th ST., MIAMI, FL 33136 (305) 358-2571

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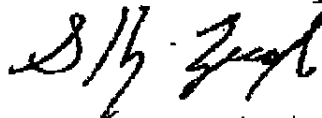
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 7: Registered Agent/Office:

Name: S. HARVEY ZIEGLER, ESQ.

Address: 41 JOLLY ROGER DRIVE
KEY LARGO, FLORIDA 33037

I am familiar with, and hereby accept the duties and responsibilities, as Registered Agent for said Corporation.



Signature of Registered Agent

12/03/04
Date

ARTICLE 8: Incorporator:

Name: S. HARVEY ZIEGLER, ESQ.

Address: 41 JOLLY ROGER DRIVE
KEY LARGO, FLORIDA 33037

In witness where of I have subscribed my name.



Signature of Incorporator

12/03/04
Date

ARTICLE 9: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations, which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose.

Prepared by Ace Industries, 54 NW 11th ST., MIAMI, FL 33136 (305) 358-2571.

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