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FLORIDA PROFIT/NON PROFIT CORPORATION

GRUCALP-GRUPO CULTURAL DOS PALMARES, INC.

Certificate of Status	0
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Electronic Filing Menu

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ARTICLES OF INCORPORATION

OF

GRUCALP – Grupo Cultural dos Palmares, INC.

The undersigned, acting as the incorporator of the Corporation under Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME OF THE CORPORATION

The name of this Corporation shall be: **GRUCALP – Grupo Cultural dos Palmares, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business/ mailing address is:
5133Timberview Terrace, Orlando, Florida, 32819.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of engaging in any activity or business permitted under the law of the United States and of this State.

ARTICLE IV

AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

Aroldo F. Andrade

One thousand (1000) shares

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Corporation.

No Classes of Stock: The shares of the Corporation are not to be divided into classes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 5133 Timberview Terrace, Orlando, Florida, 32819 and the name of the initial registered agent at such address is Aroldo F. Andrade.

ARTICLE VIBOARD OF DIRECTORS

This Corporation shall have Three (3) Directors constituting the initial Board of Directors. The Director need not be a resident of the State of Florida or Shareholders of the Corporation.

Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The name and address of the person(s) who shall serve as Director(s) until his successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Aroldo F. Andrade	President	5133Timberview Terrace Orlando, FL 32819
Aroldo F. Andrade	Vice-President	5133Timberview Terrace Orlando, FL 32819
Aroldo F. Andrade	Secretary/ Treasurer	5133Timberview Terrace Orlando, FL 32819

ARTICLE VIIINCORPORATORS

The name and addresses of the initial incorporators are as follows:

Aroldo F. Andrade	5133Timberview Terrace Orlando, FL 32819
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In compliance with section 48.091, Florida Statutes, the following is submitted:

That GRUCALP – Grupo Cultural dos Palmares, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Orlando, Orange County, State of Florida, has named Aroldo F. Andrade located at 5133 Timberview Terrace, Orlando, FL 32819 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named Corporation, at the place designed in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law to keeping the designed office open.

Date: December 12, 2006


Aroldo F. Andrade
REGISTERED AGENT/INCORPORATOR