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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Falls Group Inc

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T. Burch JUL 16 2009

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**ARTICLES OF INCORPORATION
OF
The Falls Group, Inc.**

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

**The Falls Group, Inc.
3133 Fortune Way, Suite 02
Wellington, FL 33414**

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TALLAHASSEE, FLORIDA**

**ARTICLE II
CORPORATE EXISTENCE**

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

**ARTICLE III
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**Flavio Fernandes
3133 Fortune Way, Suite 02
Wellington, FL 33414**

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

NAME & ADDRESS

Flavio Fernandes
3133 Fortune Way, Suite 02
Wellington, FL 33414

Jose Eduardo de Oliveira Penna
3133 Fortune Way, Suite 02
Wellington, FL 33414

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

ARTICLE VII
INCORPORATOR

The name and post office of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR & ADDRESS

Flavio Fernandes
3133 Fortune Way, Suite 02
Wellington, FL 33414

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set his hand and seal this 15th day of July, 2009.


Flavio Fernandes

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of DADE to take acknowledgments, personally appeared **Flavio Fernandes** the person described as Incorporator in the foregoing Articles of Incorporation who presented the following identification:

Passport

WITNESS my hand and seal at Miami-Dade County, Florida this 15th day of

July, 2009.

My Commission expires



[Signature]
Notary Public
State of Florida

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates **Flavio Fernandes**, as its registered Agent to accept service of process within this State.

[Signature]
Flavio Fernandes

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

[Signature]
Flavio Fernandes

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