

P95000007908

((H95000001155))

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

3701-0000

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H95000001155))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BRASIL EXPRESS COURIER INC.

FAX AUDIT NUMBER: H95000001155

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/27/1995

TIME REQUESTED: 16:03:09

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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NUM CAPS Connect: 00:04:41

1495-3105
55 JUN 31 1995
13:10:51
71: 71

RECEIVED
JUN 30 PM 2:10

19045224000 P.01

TO

JUN-30-1995 13:37 FROM EMPIRE

JAN-30-1995 17:23 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 30, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BRASIL EMPRESS COURIER, INC.
REF: W95000002125

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

FAX Aud. #: H95000001155
Letter Number: 795A00003907

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

**ARTICLES OF INCORPORATION OF
BRASIL EXPRESS COURIER, INC.**

**ARTICLE I
NAME**

The Name of the Corporation is **BRASIL EXPRESS COURIER, INC.**

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PERMITTED ACTIVITY**

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

**ARTICLE IV.
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 common shares with par value of \$1.00.

**ARTICLE V.
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Shewart Martin, Esq.
444 Brickell Avenue, Suite 300
Miami, FL 33131
Phone (305) 356-8800
Fia. Bar No. 183444

H9 500 00011 55

H9 500 00011 55

FILED
55 JAN 31 AM 10:37
STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI
PRINCIPAL OFFICE**

The address of the principal office and mailing address of the Corporation is 1452 NW 78 Avenue, Miami Florida 33126.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 444 Brickell Ave. Suite 750 - Miami, Florida 33131. The name of the initial registered agent to this Corporation at that address is Claudio Pierock.

**ARTICLE VIII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME

Miguel Mazza

Everdan Sales Correia

Danilo F. Venturini

Claudio R. Pierock de Sá

President

Vice President

Treasurer

Secretary

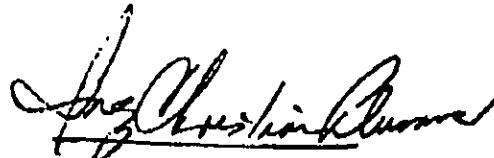
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STATE OF FLORIDA)
COUNTY OF DADE)

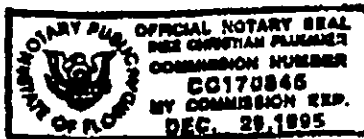
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Claudio Pierock, well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this January 20, 1995.



NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



**ARTICLE IX.
SUBSCRIBER**

The name and address of the person signing the Articles is: Claudio R. Pierock de Sá; 444 Brickell Ave. Suite 750 - Miami, Florida 33131.

**ARTICLE X.
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, subscriber, has executed these Articles of Incorporation this January 20, 1995.



Claudio Pierock

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**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted,
in compliance with said Act:

That Brazil Express Courier, Inc. desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of
Dade, State of Florida, has named Claudio R. Pierock, located at 444 Brickell Ave. Suite 750,
Miami, Florida 33131 as its Registered Agent to accept service of process within this State.

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 of 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.

Signature

Claudio Pierock

DATE:

January 20, 1995

FILED
JAN 31 11:10:37
TALLAHASSEE
FLORIDA

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H9 500 0001155

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MAR-08-1995 14:14 FROM EMPIRE

TO

19049224000

P.03

3/06/95

FLORIDA DIVISION OF CORPORATIONS

10:55 AM

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

((H95000002537)))

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3894

FAX: (305) 541-3770

DOCUMENT TYPE: BASIC AMENDMENT

((H95000002537)))

NAME: BRASIL EXPRESS COURIER, INC.

FAX AUDIT NUMBER: H95000002537

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/06/1995

TIME REQUESTED: 10:55:07

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 072450003255

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NUM

Connect: 00:13:

FILED STATE
SECRETARY OF CORPORATIONS
MAR - 8 PM 3:09

Amended
Inc
3-8

12:13 PM 3-8-95

03/06/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1995

BRASIL EXPRESS COURIER, INC.
1452 N.W. 72ND AVENUE
MIAMI, FL 33126

SUBJECT: BRASIL EXPRESS COURIER, INC.
REF: P95000007908

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Amendments are filed in compliance with section 607.1006, Florida Statutes.

Please specify which article number you are amending, adding, or deleting.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000002537
Letter Number: 995A00009862

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

MAR-08-1995 14:14 FROM EMPIRE

TO

19049224000 P.04
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR -8 PM 3:09

**ARTICLES OF AMENDMENT
OF
BRASIL EXPRESS COURIER, INC.**

Whereas no shares were issued the following resolution was adopted by the incorporator and subscriber on March 08, 1995 :

RESOLVED, that the Article VI and Article VIII, of the Articles of Incorporation be amended to state as follow:

**ARTICLE VI
PRINCIPAL OFFICE**

The principal office of the Corporation is 444 Brickell Avenue Suite 750 - Miami, Florida 33131.

**ARTICLE VIII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME	Title	Address
CLAUDIO R. PIERECK DE SA	President	7935 SW 134 Street Miami FL 33131
EVERDAN SALES CORREIA	Secretary	15775 Miami Lakeway North # 228-C Miami FL 33014

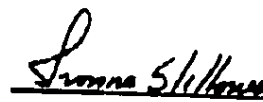
STEWART MERION, Esq.
444 Brickell Avenue, Suite 300
Miami, FL 33131
Phone (305) 360-5800
Fis. Bar No. 153444

LESE00000564

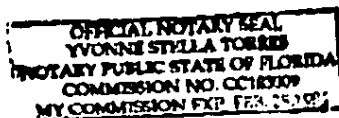
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CLAUDIO R. PIERECK de SA, Incorporator and Subscriber of Brasil Express Courier, Inc., a Florida corporation, well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 8th day of March, 1995.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



LESE00000564

**ARTICLE IX.
INCORPORATOR**

The name and address of the incorporator is: Claudio R. Pierock de SA; 444 Brickell Ave.
Suite 750 - Miami, Florida 33131.

**ARTICLE X.
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Incorporation this 1st. day of February, 1995.

BRASIL EXPRESS COURIER, INC.

By _____

President

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CLAUDIO R. PIEROCK de SA, President of Brasil Express Courier, Inc., a Florida corporation, well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 1st. day of February, 1995.

NOTARY PUBLIC, State of

Florida at Large

My Commission Expires:

