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1515 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

February 23, 1995

Secretary of State
Department of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: BRAZILIAN PEOPLE'S PUBLISHING, INC.

400001419744
-03/02/95--01104--001
***122.50 ***122.50

Dear Sir/Madam:

Enclosed herewith please find the following:

1. An original and one (1) copy of the executed Articles of Dissolution of Brazilian People's Publishing, Inc., Document No. P 94000005010, together with an original Affidavit Pursuant to F.S.S. 607.0120 Permitting the Immediate assumption or Use of the Corporate Name by Another Corporation, and a check for \$35.00 for filing the Articles of Dissolution.
2. An original and one (1) copy of the executed Articles of Incorporation for Brazilian People's Publishing, Inc., a new corporation to be formed, together with an original Affidavit Pursuant to F.S.S. 607.0120 Permitting the Immediate Assumption or Use of the Corporate Name by Another Corporation. Also enclosed is our check in the amount of \$122.50 for the filing fee and the cost of having a certified copy of the filed Articles of Incorporation mailed back to this office.

It is our intention that you first dissolve the old corporation, Document No. P 94000005010. We then wish to file a new corporation with the same name, but with different officers, etc., that is why we are enclosing the Affidavits permitting the use of the old name by the new corporation.

Thank you in advance for your assistance and cooperation. If you have any questions, please feel free to contact me.

Very truly yours)

Howard L. Visnick
Howard L. Visnick, Esquire

HLV:ejz
Encls.

DMC
3/1/95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT PURSUANT TO F.S.S. 607.0120
PERMITTING THE IMMEDIATE ASSUMPTION OR USE OF THE
CORPORATE NAME BY ANOTHER CORPORATION

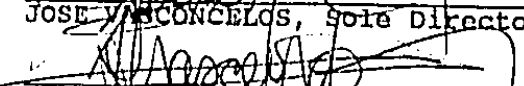
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) ss.

JOSE VASCONCELOS being duly sworn, deposes and says as follows:

1. The undersigned being the sole shareholder and director of BRAZILIAN PEOPLE'S PUBLISHING, INC., a Florida corporation (Document No. P 94000005010), having met January 25, 1995, to adopt Articles of Dissolution, it was resolved that the corporation waive the right under F.S.S. 607.1405(4) to retain rights to the corporate name for a period of one hundred twenty (120) days after the effective date of dissolution of the corporation.

FURTHER AFFIANT(S) SAYETH NAUGHT.

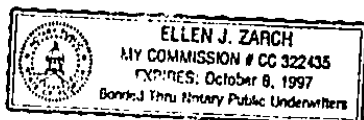

JOSE VASCONCELOS, Sole Director

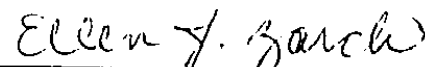

JOSE VASCONCELOS, Sole Shareholder

SWORN TO AND SUBSCRIBED before me, JOSE VASCONCELOS, who is:

☒ personally known
☐ produced a Fla. Driver's License
as identification

this 7 day of February, 1995.




Notary Public, State of Florida
at Large
Ellen J Zarch

ARTICLES OF INCORPORATION
OF

BRAZILIAN PEOPLE'S PUBLISHING, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BRAZILIAN PEOPLE'S PUBLISHING, INC.

The address of the principal office of this corporation shall shall be:

4521 N. Dixie Highway
Boca Raton, Florida 33431

and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, Chapter 607, as now exists or may after be amended, and any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 4521 N. Dixie Highway, Boca, Raton, FL 33431.

And the name of the initial registered agent of the corporation shall be JOSE VASCONCELOS, JR., at the same address.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors initially. The name and street address of the initial officers and directors who shall hold office for the first year of this corporation, or until their successors are elected or appointed are:


JOSE VASCONCELOS, JR. 4521 N. Dixie Highway Boca Raton, FL 33431	President/Director
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NORMAN OPFER 4521 N. Dixie Highway Boca Raton, FL 33431	Secretary/Treasurer/Director
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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is JOSE VASCONCELOS JR., 4521 N. Dixie Highway, Boca Raton, FL 33431.


IN WITNESS WHEREOF, the undersigned subscriber has executed those Articles of Incorporation this 7 day of FEBRUARY, 1995.


JOSE VASCONCELOS, JR., Incorporator

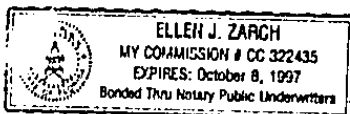
STATE OF FLORIDA)
 ss.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared, JOSE VASCONCELOS, JR., _____ personally known, or known to me by reason of I.D. of Florida Motor Vehicle License No. X, to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that JOSE VASCONCELOS, JR. executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 7 day of February, 1995.


Notary Public, State of Florida
at Large Ellen J. Zarch

My commission expires:



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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Florida Statute 607.034, the following is submitted in compliance with said act:

FIRST: That BRAZILIAN PEOPLE'S PUBLISHING, INC. desiring to organize under the Laws of the State of Florida with its principal office in the City of Boca Raton, County of Palm Beach, State of Florida, has named JOSE VASCONCELOS, JR., located at 4521 N. Dixie Highway, Boca Raton, FL 33431, as its agent to accept process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
JOSE VASCONCELOS, JR.

STATE OF FLORIDA)
 ss.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSE VASCONCELOS, JR., _____ personally known to me, or known by reason of Fla. Vehicle License No. _____, and he

acknowledged before me that he executed the foregoing Certificate of Acceptance as Registered Agent for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 7 day of February, 1995.

Ellen J. Zarch
Notary Public, State of Florida
at Large Ellen J. Zarch

My commission expires:

