

**Chapter Number Only**

**CR2E031 (RB-85)**

## ARTICLES OF INCORPORATION

OF

### ELLOS TRADE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

#### ARTICLE I - NAME

The name of the corporation is **ELLOS TRADE, INC.**, hereinafter referred to as the "Corporation."

#### ARTICLE II - DURATION

The Corporation shall have perpetual existence.

#### ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Florida Business Corporation Act.

#### ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1221 Brickell Avenue, Suite 1040, Miami, Florida 33131.

#### ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$ 1.00 per share.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1221 Brickell Avenue, Suite 1040, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is Branca M. Amaral.

Branca M. Amaral, Esq.  
Noronha - Advogados  
1221 Brickell Ave., Ste 1040  
Miami, Florida 33131  
Florida Bar #0004900

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TALLAHASSEE, FLORIDA

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each Initial Director of the Corporation is as follows:

##### **NAME**

##### **ADDRESS**

Sandra Maria Tavares Leitão

Rua Andrade Neves, 327 Apt 202  
Tijuca - Rio de Janeiro - RJ  
Brazil - CEP 20510-230

Paulo C. Madureira

Rua Afonso Celso de Assis Figueiredo Jr., 373  
Vila Nogueira - Campinas - São Paulo  
Brazil - CEP 13089-250

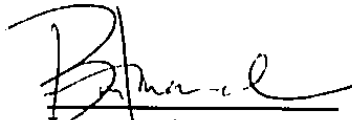
#### **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Branca M. Amaral - 1221 Brickell Avenue, Suite 1040, Miami, Florida 33131.

#### **ARTICLE IX - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

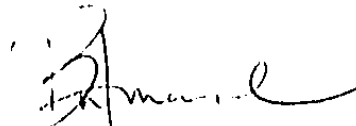
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 16th day of March, 1995.

  
Incorporator

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **ELIOS TRADE, INC.** at the place designated in the Articles of Incorporation, Branca M. Amaral accepts the appointment as registered agent and agrees to act in this capacity, and agrees to comply with the provisions of all statutes relative to keeping such office.

**DATED: March 16, 1995**



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**By: Branca M. Amaral**  
**Registered Agent**  
**Address: 1221 Brickell Avenue**  
**Suite 1040, Miami, Florida 33131**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**