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7255 BLUE SHORE RD.  
GRANT, FL. 32949  
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FILED  
95 APR -4 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MARCH 14, 1995

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

Enclosed are the Articles of Incorporation for  
BRAZILIA IMPORT & EXPORT CORPORATION  
Also, enclosed is check for \$122.50 to cover the various charges for  
chartering this corporation.

If you require any additional information, or clarification, please  
call me at (305) 883-0033.

Sincerely,

APR 7 1995 BSB

Elenize Marques  
ELENIZE MARQUES

Encl.  
Articles of Incorporation  
Check for \$122.50

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-04/05/95--01013--003  
\*\*\*122.50 \*\*\*122.50

ARTICLES OF INCORPORATION  
OF  
BRAZILIA IMPORT & EXPORT CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, hereby associate themselves to form a corporation under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I  
Corporation Name

The name of the Corporation shall be BRAZILIA IMPORT & EXPORT CORPORATION.

ARTICLE II  
Nature of Business

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

ARTICLE III  
Capital Stock

The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any one time shall be TEN THOUSAND (10,000) SHARES of common stock, par value of ONE DOLLAR (\$1.00) each.

ARTICLE IV  
Limitations on Stock

The whole or any part of the capital stock of said Corporation may be issued for lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

No shareholder of this Corporation may sell or transfer stock in this

Corporation except when such sale or transfer has been approved at a Stockholders' meeting specifically called for that purpose.

The Stockholders of record at the time of the meeting shall have first option to purchase the shares from the selling stockholder at the same price as may be offered by others.

Upon the sale of any new shares of stock by the Corporation, each Stockholder of record shall have first option to purchase their pro rata share thereof at the price it is offered to others.

#### ARTICLE V Initial Capital

The initial capital with which this Corporation will begin business will be not less than FOUR THOUSAND DOLLARS (\$4000.00).

#### ARTICLE VI Term of Existence

This Corporation is to exist perpetually.

#### ARTICLE VII Address

The original principal office of said Corporation shall be located at  
5513 NW 72nd AVENUE, MIAMI, FL. 33166

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

#### ARTICLE VIII Directors

The Directors on the Board of Directors shall not be less than two.

The names and addresses of the first Board of Directors and Officers of the Corporation, who, subject to the provisions of these articles of Incorporation and the by-laws and General Corporation Law of Florida, shall hold office for the first year of the Corporation's existence, or

until their successors are elected and have qualified are as follows:

NAME	OFFICE	ADDRESS
ELENIZE MARQUES	DIRECTOR/PRESIDENT	12650 77th STREET FELLSMERE, FL. 32948
MARTINHO OLIVEIRA	DIRECTOR/VICE-PRES.	827 ADAMS AVENUE ELIZABETH, NJ. 07201
JOAO APOLINARIO	DIRECTOR/VICE-PRES.	49 GLYNN STREET <sup>COURT</sup> PARLIN, NJ. 08859
AMERICO RODRIGUES	DIRECTOR/SECRETARY	73 SAINT FRANCIS STREET NEWARK N.J. 07105

ARTICLE IX  
Registered Agent

The name and street address of the Registered Office and Registered Agent of the Corporation where service of process can be served is:

ELENIZE MARQUES 5513 NW 72nd AVENUE, MIAMI, FLORIDA 33166

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Elenize Marques (SEAL)  
Elenize Marques

ARTICLE X  
Subscribers

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which they agree to take are as follows:

ELENIZE MARQUES 12650 77th STREET, FELLSMERE, FL. 32948	1000 shares
MARTINHO OLIVEIRA 827 ADAMS AVENUE, ELIZABETH, NJ. 072010	1000 shares
JOAO APOLINARIO 49 GLENN STREET, PARLIN, NJ. 08859 <sup>Glynn Court</sup>	1000 shares
AMERICO RODRIGUES 73 SAINT FRANCIS STREET, NEWARK NJ. 07105	1000 shares

## ARTICLE 11

### Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation, for the uses and purposes aforesaid, on this 27 day of MARCH, 1995.

Elenize Marques (SEAL)  
Elenize Marques

Martinho Oliveira (SEAL)

João Apolinário (SEAL)

Americo Rodriguez (SEAL)  
Americo Rodriguez

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

The foregoing Instrument was acknowledged before me this 27th day of March, 1995

My Commission Expires:



J P MARQUES,  
STATE OF FLORIDA  
My Comm Exp 12/15/95  
BONDED

J. P. Morgan.  
Notary Public