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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BETON DEVELOPMENT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

41:11:13 6-1221

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**ARTICLES OF INCORPORATION
OF
BETON DEVELOPMENT CORP.**FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY -9 PM 1:56**ARTICLE I
NAME**

The name of the Corporation is **BETON DEVELOPMENT CORP.** The principal place of business and mailing address of the Corporation is 7904 West Drive, Unit 1010, North Bay Village FL 33141.

**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 may engage in any activity of business permitted under the laws of the United States and of the State of Florida, including but not limited to development and construction of commercial buildings.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be **1000** shares of voting common stock, having an individual 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 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, purchase, or otherwise acquire such shares.

FAX audit number H95000005189

- 1 -

Garry Nelson
801 Birchall Ave., 9th Floor (306) 374-2002
Miami FL 33131 - FL Bar No. 717288

FAX audit number H9500005189

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 7004 West Drive, Unit 1010, North Bay Village FL 33141. The initial Registered Agent at that address is Artur Maranhao de Souza.

**ARTICLE VII
DIRECTORS**

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

The names and addresses of the members of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

Joao Evangelista da Costa Tenorio

Romero Costa de Albuquerque Maranhao

Cordelia M.M. Figueiredo

ADDRESSESRua Aristeu de Andrade, 40, apt. 1201
Maceio, Alagoas, BrazilAv. Irm Vingem, 2784, apt. 801
Recife, PE, BrazilRua dos Navegantes, 1203, apt. 101
Recife, PE, Brazil**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is: Michael J. Liberatore, 801 Brickell Ave., Suite 929, Miami, Florida 33131.

**ARTICLE IX
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

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Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of May, 1995.

Michael J. Liberatore
Michael J. Liberatore, Incorporator

ACKNOWLEDGMENT

Pursuant to Section 607.0501, Florida Statutes, having been named to accept service of process for BETON DEVELOPMENT CORP., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

Artur Maranhao de Souza
Artur Maranhao de Souza, Registered Agent

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Michael J. Liberatore and Artur Maranhao de Souza, to me personally known to be the persons who executed the foregoing Articles and Acknowledgment of nomination as Registered Agent of BETON DEVELOPMENT CORP. and who have produced Florida driver licenses as identification and they acknowledged that they made and subscribed the same for the purposes therein mentioned.

WITNESS my hand and official seal in the County and State named above this 8th day of May, 1995.

Garry Nelson
Notary Public, State of Florida

My Commission Expires:

