

P95000052540

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

STATE OF FLORIDA
1067 302/95-311048-11019
****122.50 ****122.50

SUBJECT: BRAZIL CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

SUTTON & ASSOCIATES
5850 LAKEHURST DRIVE SUITE 100
ORLANDO FL 32819-8386

City, State & Zip

(407) 345-8282

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

50 JUN 30 AM 11:12

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SN
7/6/95

FILED

APR 19 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRAZIL CORPORATION.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I, Name

The name of the corporation shall be:
Brazil Corporation.

Article II, Mailing Address

The mailing address of this corporation shall be:
5720 PGA Boulevard # 518, Orlando, Fl., 32839.

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
500 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Mario Carvalho
5720 PGA Boulevard # 518, Orlando, Fl., 32839

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Limper -Limpeza, Imuniza,cão, Manutenção e Reformas LTDA.
Rua José Gonçalves 04, 3 andar sala 304, Pça. Da Sé, Salvador, Bahia,
Brazil. Hereby represented by its director and shareholder Mario Augusto
Mendes Pinto de Carvalho.

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Article VI, Purpose.

The purpose of this corporation shall be to commerce, sell, buy, import and export all types of merchandise goods and services , as well as to represent other companies always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida if so is desired.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

Mario Augusto Mendes Pinto de Carvalho - President, Secretary and Director
5720 PGA Boulevard # 518, Orlando, Fl., 32839.

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Affidavit

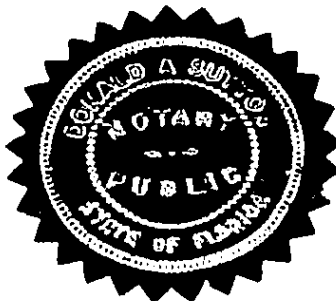
State of Florida, Orange County.

Before me this day personally appeared Mario Augusto Mendes Pinto de Carvalho , who being duly sworn, depose and say that he is the shareholder and director of Limper-Limpeza, Imunização, Manutenção e Reformas LTDA and is hereby duly authorized to incorporate a Florida subsidiary for such concern.


Mario Augusto Mendes Pinto de Carvalho

Sworn to and subscribed before me this June 28th , 1995.


Donald Sutton
Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

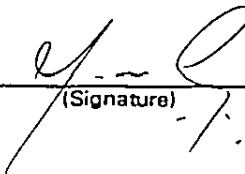
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

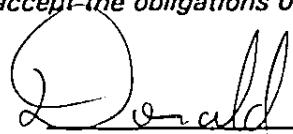
1. The name of the corporation is: BRAZIL CORPORATION

2. The name and address of the registered agent and office is:

MARIO CARVALHO
(Name)
5720 PGA BLVD #518
(P.O. Box not acceptable)
ORLANDO, FL., 32839
(City/State/Zip)

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 as 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)


DONALD A. STANTON

SECRETARY OF STATE
NOTARY PUBLIC
DONALD A. STANTON
No. CC 376691
Bonded thru Official Notary Database
My Comm. Expires May 31, 1998