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July 12, 1995

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

200001538812
-07/17/95--01032--018
****122.50 ****122.50

Re: BRAZILIAN CENTRE, INC.

Gentlemen:

Enclosed please find original and two copies of the Articles of Incorporation for the above-referenced corporation. Please file same and return a stamped copy to our offices.

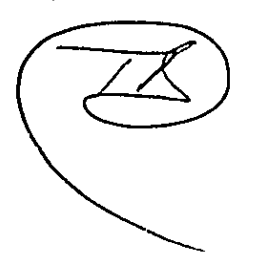
Also enclosed is a check in the amount of \$122.50 for the cost of the filing fees.

Thank you.

Very truly yours,

PHILIP M. ZYNE, P.A.

By: 
Sarino R. Costanzo

7/18/95


SRC:bg
Encs: As stated

ARTICLES OF INCORPORATION

OF

BRAZILIAN CENTRE, INC.

RECEIVED
JAN 17 1965
COMMERCIAL
RECORDS

ARTICLE I - NAME

The name of the corporation is: BRAZILIAN CENTRE, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

A. To develop, manufacture, assemble, fabricate, import, lease, purchase, or otherwise acquire, invest in, hold, use, license the use of, install, handle, maintain, service or repair, sell, pledge, mortgage, exchange, export, distribute, lease, assign, and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission, or otherwise, electronic systems, equipment and components, and electrical, mechanical, and electro-mechanical apparatus and equipment of every kind and description, electronic, telecommunication, communication, transmitting, receiving, recording, reproducing, and similar equipment, radio, sonar, radar, television and related devices and equipment, and similar goods, wares, merchandise, commodities, articles of commerce, and property of every kind and description, any and all products, machinery, equipment, and supplies used or useful in connection therewith.

B. To manufacture, construct, fabricate, buy, sell, import, export, and otherwise deal in and with computers, computer components, and related products; and to develop, patent, copyright, or otherwise protect and exploit new inventions, designs, and systems in computer sciences.

C. To manufacture, purchase or otherwise acquire; to own, hold, operate, install, experiment with, improve, develop, invent, repair and maintain; to sell as agent, factor, broker, at wholesale or retail or otherwise, lease, license the use of, distribute or otherwise dispose of and generally to deal in and with, apparatus of every kind and description, including, without limitation of the generality of the foregoing, electronic, electrical and mechanical devices, apparatus,

appliances and machines and parts thereof for the reproduction, amplification, reception and transmission of sound, signals, communications, and all other matters and things, and any and all other matters applicable or incident to or used in the manufacture, sale, installation and maintenance of any of the foregoing.

D. To manufacture, purchase, and sell sunglasses, and apparatus, services and appliances embodying the invention thereof.

E. To manufacture, purchase, and sell notions, toys, department store supplies and merchandise of every kind, and to receive and sell the same as agent or on commission.

F. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred(100) shares of common stock without nominal or par value.

ARTICLE IV - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is 1201 E. Ponce De Leon Boulevard, Apt. 103, Coral Gables, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is: RAYMOND C. GASSON, JR.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ARI PAULO CESAR	1201 E. Ponce De Leon Blvd. Apt. 103 Coral Gables, Florida
DANIEL DOMINGOS CRITINELIS	1201 E. Ponce De Leon Blvd. Apt. 103 Coral Gables, Florida
SVETLANA KARDASHIANTZ	1201 E. Ponce De Leon Blvd. Apt. 103 Coral Gables, Florida

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
ARI PAULO CESAR	1201 E. Ponce De Leon Blvd. Apt. 103 Coral Gables, Florida

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of BRAZILIAN CENTRE, INC., this 30th day of June, 1995.



ARI PAULO CESAR

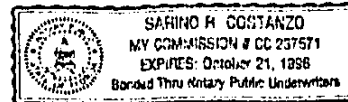
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared ARI PAULO CESAR, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of June, 1995.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



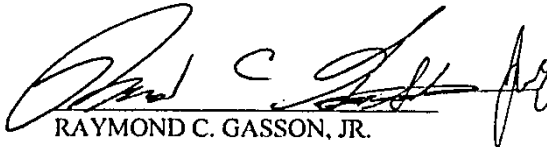
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First. That BRAZILIAN CENTRE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Coral Gables, County of Dade, and State of Florida, has named RAYMOND C. GASSON, JR., whose address is 1201 E. Ponce De Leon Boulevard, Apt. 103, City of Coral Gables, County of Dade, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at 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.


RAYMOND C. GASSON, JR.