

P96000005341

PROGRESSIVE ACCOUNTING &  
CONSULTING SERVICES  
1607 Park Lake St.  
Orlando, FL 32803

FILED

96 JAN 17 AM 8:47

SECRET  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Brasilia Tour and Travel, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

700001674327  
-12/29/95--01062--020  
\*\*\*\*122.50 \*\*\*\*122.50

W95-430  
612  
703

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CR2E031(10/92)

Examiner's Initials

1-18-96  
XK



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 8, 1996

**PROGRESSIVE ACCOUNTING & CONSULTING SERVICES**  
**1607 PARK LAKE STREET**  
**ORLANDO, FL 32803**

**SUBJECT: BRASILIA TOUR AND TRAVEL, INC.**  
**Ref. Number: W9600000430**

We have received your document for BRASILIA TOUR AND TRAVEL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Article VI states there will be 4 director(s), whereas 1 is/are listed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

**Kathy Hyman**  
Document Specialist

Letter Number: 696A00000730

**ARTICLES OF INCORPORATION**

**OF**

**BRASILIA TOUR AND TRAVEL, INC.**

FILED

96 JAN 17 AM 8 47

SECRET  
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

**ARTICLE I**

**NAME**

The name of this corporation is:

**BRASILIA TOUR AND TRAVEL, INC.**

**ARTICLE II**

**PURPOSE**

The general nature of the business to transacted by this corporation shall be:

- A) To engage in any activities or business permitted under the laws of The United States and Florida.
- B) To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.

C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants, and any and all structures and erections which may at any time necessary, useful, or advantageous in the judgement of the Board of Directors, for the purpose of the Corporations, and which can lawfully be done.

D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge, or otherwise encumber the lands, buildings, real property, chattels, real, and other property of the corporation, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things to or proper in connection with the carrying on of the business of the corporation.

G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and issue in exchange therefore its own, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will rights, assets or liabilities of any person, firm, association of corporation carrying on any kind the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To all such acts and things as are incident or conducive to the premises.

J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other States or territories of the United States, or in the District of Columbia and the dependencies of the United States of in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects of objects for which the corporation is formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any act or activity for which corporation may be organized under the General Corporation Act of the State of Florida.

#### ARTICLE III

##### DURATION

This Corporation shall have perpetual existence.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is 1000 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 7243 International Drive, Orlando, Florida 32819 and the name of the initial registered agent of this corporation at that address is Isid Christophe.

**ARTICLE VI**

**BOARD OF DIRECTORS**

This corporation shall have five 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 Name and address of the initial directors are:

<u>Name</u>	<u>Address</u>
Mario F. Christophe President	9533 Wickham Way Orlando, FL 32836
Mary Pegoraro Vice President	2315 Tandori Court Orlando, FL 32837
Isid Christophe Treasurer	9533 Wickham Way Orlando, FL 32836
Martonio Pinto Secretary	2315 Tandori Court Orlando, FL 32837
Marco A. Pegoraro Director	2315 Tandori Court Orlando, FL 32837

## **ARTICLE VII**

### **OFFICERS**

The Corporation shall have a President, and may also have one or more additional Vice Presidents, Assistant Secretaries, and Assistant Treasures, and such other officers and agents as may be deemed necessary. All other officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may prescribed by the By-Laws. The same person may hold two or more offices.

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the person signing these articles is:  
Isid Christophe - 7243 International Drive - Orlando, Florida  
32819.

## **ARTICLE IX**

### **AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.



**ARTICLE X**

**PRINCIPAL OFFICE**

At present, the principal office of the corporation is:  
7243 International Drive - Orlando, Florida 32819.

INWITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of December, 1995.

Isid Christophe  
Isid Christophe

STATE OF FLORIDA       }  
                                 }  
COUNTY OF ORANGE     }

Before me, a Notary Public duly authorized to take acknowledgements in the state and county set forth above, personally appeared ISID CHRISTOPHE, 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, on this 19 days of December, 1995.

Jose L. Ramos  
NOTARY PUBLIC, State of Florida

My Commission Expires:



JOSE L. RAMOS  
My Commission CC416177  
Expires Oct. 25, 1996  
(Bonded by HAI)  
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE AND MANAGING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

-----

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

First that : Bramilia Tour and Travel, Inc., desiring to  
organize under the laws of the State of Florida, with its principal  
office as indicated in the Articles of Incorporation at the County  
of ORANGE, State of Florida, has named Isid Christophe located at  
7243  
9533 International Drive, Orlando, Florida 32819, as its Registered  
Agent to accept service or process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provision of said Act relative to keeping open said office.

Isid Christophe  
Isid Christophe  
Registered Agent

FILED  
96 JAN 17 13 8 47  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

P96000005341

PROGRESSIVE ACCOUNTING &  
CONSULTING SERVICES  
833 North Highland Suite 2A  
Orlando, Florida 32803

400001913244  
-08/06/96--01011--024  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

Amend  
P96000005341  
Cert Copy  
Cert of Sta  
8-5-96

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

BRASILIA TOUR AND TRAVEL, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have three Directors. 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 Name and address of the directors are:

<u>Name</u>	<u>Address</u>
Mario F. Christophe President	9533 Wickham Way Orlando, FL 32836
Joao Manuel Silva Passos Vice President	8224 Breeze Cove Lane Orlando, FL 32819
Isid Christophe Secretary, Treasurer	9533 Wickham Way Orlando, FL 32819

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 AUG -5 PM 4:05

APPROVED  
AND  
FILED

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: July 1, 1996.

**FOURTH:** Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.


*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10 day of July, 1996.

Signature



(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Mario F. Christophe

Typed or printed name

President-Director

Title

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 AUG -5 PM 4:05

APPROVED  
AND  
FILED