

CORPORATE ACCESS, INC.
 1116-D THOMASVILLE RD
 TALLAHASSEE, FL 32303
 (904) 222-2666

P96000016515

FILED
 96 FEB 22 PM 1:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Requestor's Name _____
 Address _____
 City/State/Zip _____
 Phone # _____
 RECEIPT DATE
 2-21-96

Office Use Only

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

1. BRAZIL TRUST, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

100001721621
 -02/22/96--01060--029
 ****122.50 ****122.50

- Walk in Pick up time 2/22/96 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" 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

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

RECEIVED
 96 FEB 22 AM 11:53
 DIVISION OF REGISTRATION

BROWN FEB 22 1996

Examiner's Initials _____

EFFECTIVE DATE
2-21-96

**ARTICLES OF INCORPORATION
OF
BRAZIL TRUST, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Brazil Trust, Inc., a Florida corporation.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on February 21, 1996.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is:

Kirk D. Eicholtz, Esquire
Brickleyer Smolker & Bolves, P.A.
111 E. Madison Street
Suite 2400
Tampa, Florida 33602

ARTICLE VI - CORPORATE ADDRESS

The street address of the Corporation is:

111 E. Madison St. Suite 2400
Tampa, Florida 33602

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

ARTICLE VIII - BY LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATION

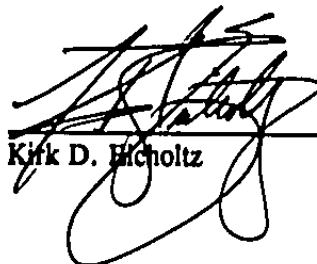
The name and address of the person signing these Articles is:

Kirk D. Eicholtz, Esquire
Brickleyer Smolker & Bolves, P.A.
111 E. Madison Street
Suite 2400
Tampa, Florida 33602

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of February, 1996.


Kirk D. Eicholtz

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN HIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 21st DAY OF FEBRUARY, 1996.



KIRK D. EICHOLTZ

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96 FEB 22 PM 1:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-341-9086

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CSC networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 171401 8795A

AUTHORIZATION : *Patricia Pyjits*

COST LIMIT : \$ 87.50

ORDER DATE : December 2, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 171401-020

400002016834--6

CUSTOMER NO: 8795A

CUSTOMER: Norma Deguenther, Legal Asst
Barnett Bolt Kirkwood & Long
Suite 700
601 Bayshore Boulevard
Tampa, FL 33606-2763

DOMESTIC FILINGS

NAME: BRAZIL TRUST, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

*VIDIS
RFB
12-2*

FILED RECEIVED
96 DEC -2 PM 4:29 95 DEC -2 AM 11:19
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

BRAZIL TRUST, INC.

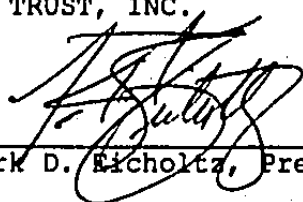
Pursuant to the provisions of the Florida Business Corporation Act, Section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation effective as of November 30, 1996:

1. The name of the corporation is: Brazil Trust, Inc.
2. The dissolution was authorized on 26th day of November, 1996, by the Written Consent of the Shareholders, as permitted by Section 607.1402(6) of the Florida Statutes.
3. The number of votes cast by the Shareholders in favor of dissolution was sufficient for approval, and voting by voting groups was not required.

DATED: November 26, 1996.

BRAZIL TRUST, INC.

By:


Kirk D. Eicholtz, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA