

P96000047134

KEVIN C. GUANAGA
ATTORNEY AT LAW
P.O. BOX 160665
MIAMI, FLORIDA 33116-0665
(305) 595-3784
FAX (305) 595-4648

Admitted to Practice:
Florida Bar
U.S. District Court Southern District of Fla.

FILED
01 NOV 19 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Member of:
American Bar Association
American Immigration Lawyers Association

October 29, 2001

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

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*****43.75 *****43.75

Re: Articles of Amendment

Dear Sir/Madam:

Enclosed please find Articles of Amendment for the corporation Braz-International Freight Forward, Inc. with a \$35.00 filing fee and an \$8.75 fee for a certificate of status.

If there is any problem with the enclosed document, please contact the undersigned attorney.

Thank you for your cooperation.

Sincerely yours,

Kevin C. Guanaga

Amend
11-21-01
KAG

STREET ADDRESS: 4201 S.W. 11TH STREET MIAMI, FL. 33134

KEVIN C. GUANAGA

ATTORNEY AT LAW

4201 S.W. 11TH STREET

MIAMI, FLORIDA 33134

(305) 567-0095

FAX: (305) 567-0650

Admitted to Practice:
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November 15, 2001

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

Attention: Mr. Doug Spitler, Document Specialist

Re: Letter No. 701 A00060479

Dear Mr. Spitler:

Today we spoke on the telephone regarding the corrections to the original articles of incorporation filed on behalf of Braz International Freight Forward, Inc. As you may recall, there were two prominent errors: the registered agent was not mentioned in the body of the articles and a section detailing who the incorporators are was listed under a heading called *Article 10 Officers*.

According to our conversation, you instructed me to correct the articles by mentioning in article 8 that the incorporator is for the "amendment". In addition, you instructed me to omit the word "initial" throughout the amendments. These corrections have been completed.

Please consider the attached at your earliest convenience and if further changes are required, please call me instead of writing to avoid delay.

I look forward to these article of amendment finally being recorded. Thank you for your timely assistance.

Sincerely yours,

Kevin C. Guanaga

Enclosures

RECEIVED
NOV 15 11:07 AM '01
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF FLA.
MIAAMI



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 7, 2001

KEVIN C. GUANAGA
P.O. BOX 160665
MIAMI, FL 33116-0665

SUBJECT: BRAZ-INTERNATIONAL FREIGHT FORWARD INC.
Ref. Number: P96000047134

We have received your document for BRAZ-INTERNATIONAL FREIGHT FORWARD INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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 (850) 245-6957.

Doug Spittler
Document Specialist

Letter Number: 701A00060479

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BRAZ-INTERNATIONAL FREIGHT FORWARD INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

Articles IV, VIII, IX and X are omitted from the original Articles of Incorporation.

The Articles of Incorporation will be renumbered as follows:

Article 1 Name of Incorporation:

The name of the corporation shall be Braz-International Freight Forward Inc.

Article 2 General Nature of Business:

The general nature of the business and the object and purpose to be transacted and carried on are:

To conduct any and all business not prohibited by the laws of the United States and the State of Florida.

To conduct business to have one or more officers in and manufacture, buy, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities, or other evidences or indebtedness created by any other corporation of the State of Florida, or any other State or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Article 3 Capital Stock:

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

Article 4 Term:

The corporation shall continue perpetually, unless dissolved sooner according to the laws of the State of Florida.

Article 5 Principal Place of Business:

The place of business of said corporation in this State shall be 8600 N.W. 64th Street, #6, Miami, Florida 33166, but the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

Article 6 Directors:

The business of the corporation shall be conducted by the Board of Directors, and the number of which Directors shall be fixed by the stockholders at any regular or called meeting, but the number of directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

Article 7 Board of Directors:

The names and addresses of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws of the Corporation and the Florida Statutes, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

Julio Cesar De Araujo
4463 N.W. 98th Avenue
Miami, Florida 33178

Article 8 Incorporator:

The name and address of the incorporator to these Articles of Amendment is:

Julio Cesar De Araujo
4463 N.W. 98th Avenue
Miami, Florida 33178

Article 9 Amendment:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the shares entitled to vote thereon, unless all Directors and all shareholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

Article 10 Registered Agent and Street Address:

The name and address of the registered agent are:

Julio Araujo
8600 N.W. 64th Street
#6
Miami, Florida 33166

SECOND: *Intentionally Omitted.*

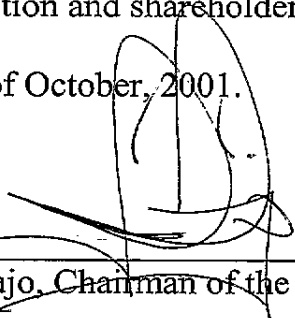
THIRD: The date of each amendment's adoption is October 26, 2001.

FOURTH: Adoption of Amendment

The amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 26 day of October, 2001.

Signatures: _____


Julio Araujo, Chairman of the Board

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

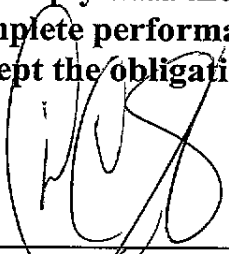
Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

**The name of the Corporation is: BRAZ INTERNATIONAL FREIGHT
FORWARD, INC.**

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

JULIO ARAUJO
8600 N.W. 64th Avenue
#6
Miami, Florida 33166

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JULIO ARAUJO
By Kevin C. Guanaga as attorney-in-fact

Date: October 26, 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA