

JUL 17-1996 17:40

EMPIRE CORPORATE KIT

1/22

6:32 PM

((H90000008472))

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST RIVERSIDE STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

PUBLIC ADDRESS SYSTEM

EXECUTIVE BILLING COVER SHEET

FROM: EMPIRE CORPORATE KIT COMPANY

1402 W. FLAGLER ST.

SUITE 100

MIAMI FL 33136-

01-

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WESTOUR AMERICAN BRAZILIAN, INC.

FAX AUDIT NUMBER: H90000008472

CURRENT STATUS: REQUESTED

DATE REQUESTED: 00/17/1990

TIME REQUESTED: 17:32:37

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96 JUN 17 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

96 JUN 18 AM 7:58

RECEIVED

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**CERTIFICATE OF INCORPORATION
OF
WESTOUR American Brazilian, Inc.**

SECRET
JUN 17 1996

FILED

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The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **WESTOUR American Brazilian, Inc.**

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in, have one or more offices in and sell, import, export, buy, hold, tourism, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

⑦

Prepared by:
Charles A. Scola
1235 Alton Rd.
Miami Beach, FL 33139
(305) 674-1681

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted 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 rights to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of common stock having a nominal of \$100.00 Par/ value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000.00 (One Thousand 0/100)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.



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ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is 12000 Biscayne Blvd Suite 304 Miami Fl. 33181. The board of directors may from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation is:

Eurico Lyra President, Secretary
1200 Biscayne Blvd. Suite 304 Miami, Fl. 33181.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

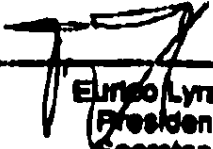
The registered office shall be at 12000 Biscayne Blvd. Suite 304 Miami, Fl. 33181, and the registered agent being Eurico Lyra.

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ARTICLE X. AMENDMENT

This 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 stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.


Eulso Lyra
President
Secretary

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STATE OF FLORIDA
COUNTY OF DADE) SS

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Enrico Lyra of WESTOUR, American Brazilian, Inc. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 17th Day of the month of June, 1996.


NOTARY PUBLIC SEAL 

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
CARLOS SOLANO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00000000000000000000
MY COMMISSION EXPIRES JAN 5 1998

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON PROCESS MAY BE SERVED.**

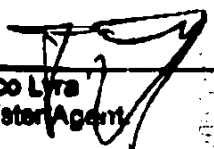
In compliance with Section 607.34 Florida Statutes, the following is
submitted, in compliance with said act:

FIRST: That, **WESTOUR American Brazilian, Inc.** desiring to
organize or qualify under the laws of the State of Florida with its
principle office, as indicated in the articles of incorporation at city of
Miami, county of Dade, and state of Florida has hereby named **Enrico
Lyra** of 1200 Biscayne Blvd Suite 403 Miami, Fl. 33181 as its agent
to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply
with the provision of said act relative to keeping open said office.


Enrico Lyra
Registered Agent

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JUL 17 1966
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66 JUL 17 12:46

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