

P96000058042

FILED

TRANSMITTAL LETTER

96 JUL -8 AM 8:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

500001887175  
-07/09/96--01043--013  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: MACRAUL IMPORT & EXPORT CORP.  
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the  
Articles of Incorporation for the above corporation and a  
check in the amount of \$122.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142  
ORLANDO, FLORIDA 32809  
(407) 856-1906

Note: Additional copy of Articles is needed only when  
certified copy is requested.

TH  
7-11-96

**ARTICLES OF INCORPORATION  
OF  
MACBRAUL IMPORT & EXPORT CORP.**

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96 JUL -8 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is MACBRAUL IMPORT & EXPORT CORP.  
initial address: 2210 Yankee Place Apt 331, Orlando, Florida 32839.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing  
on July 02, 1996.

**ARTICLE III - PURPOSE**

This 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 100 shares  
of Ten (\$10.00) Dollar 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 and  
office of this Corporation is Braulio Ferreira Dasilva,  
2210 Yankee Place Apt 331, Orlando, Florida 32839.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have Two (2) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Braulio Ferreira Dasilva	2210 Yankee Place Apt 331 Orlando, Florida 32839
Claudio Antonio Marins Machado	2210 Yankee Place Apt 331 Orlando, Florida 32839

#### **ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### **ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

Every Shareholder, 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

**ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is

Braulio Ferreira Dasilva, 2210 Yankee Place Apt 331, Orlando, Florida 32839.

**ARTICLE XI - 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 2nd day of July, 1996.

  
Braulio Ferreira Dasilva, President

**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 THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 2nd DAY OF July, 1996.

By   
Braulio Ferreira Dasilva, Registered Agent

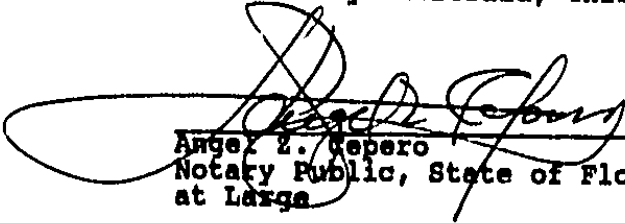
STATE OF FLORIDA

ORANGE COUNTY

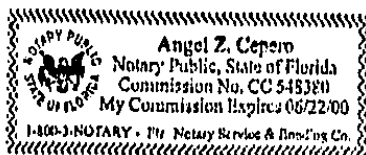
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Braulio Ferreira Dasilva, known to me and known by me to be the person who, as Incorporator of MACBRAUL IMPORT & EXPORT CORP., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Braulio Ferreira Dasilva, known to me and known by me to be the person who, as Registered Agent of MACBRAUL IMPORT & EXPORT CORP., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd, day of July, 1996.

  
Angel Z. Cepero  
Notary Public, State of Florida  
at Large

My Commission Expires:



# P96000058042

October 11, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madame:

100001977721--7

-10/16/96--01109--004

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed are two original resolutions passed by the corporation, Macbraul Import & Export Corporation.

Also, enclosed is a check for \$35.00 for payment to process the resolutions.

Please return one of the copies, stamped with the date received by the State, along with your confirmation letter to:

Accounting Professionals Group  
6220 S. Orange Blossom Trail, Ste. 142  
Orlando, FL 32809

Thank you for your assistance with this matter.

00789, 00689, 00671

Corporation Office  
Sandra

FILED  
96 NOV 20 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

**October 21, 1996**

**ACCOUNTING PROFESSIONALS GROUP**  
**6220 S. ORANGE BLOSSOM TRAIL**  
**SUITE 142**  
**ORLANDO, FL 32809**

**SUBJECT: MACBRAUL IMPORT & EXPORT CORP.**  
**Ref. Number: P96000058042**

**We have received your document for MACBRAUL IMPORT & EXPORT CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.**

**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) 487-6902.**

**Linda Stitt**  
**Corporate Specialist**

**Letter Number: 496A00048418**



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morthan,**  
**Secretary of State**

**November 7, 1996**

**ACCOUNTING PROFESSIONALS GROUP  
6220 S. ORANGE BLOSSOM TRAIL  
SUITE 142  
ORLANDO, FL 32809**

**SUBJECT: MACBRAUL IMPORT & EXPORT CORP.  
Ref. Number: P96000058042**

**We have received your document for MACBRAUL IMPORT & EXPORT CORP.  
and your check(s) totaling \$35.00. However, the enclosed document has not  
been filed and is being returned for the following correction(s):**

**Please entitle your document Articles of Amendment.**

**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  
(804) 487-6902.**

**Linda Stitt  
Corporate Specialist**

**Letter Number: 196A00051158**



SHAREHOLDERS' RESOLUTION  
APPROVING AMENDMENT TO ARTICLES OF INCORPORATION

ARTICLES OF AMENDMENT

WHEREAS, the Board of Directors of Macbraul Import & Export Corporation has voted in favor of amending Article Six, of the Corporation's Articles of Incorporation as set forth below, and

WHEREAS, the shareholders of the Macbraul Import & Export Corporation by this resolution do approve of the amendment proposed by the directors and set out below. The number of votes cast for the amendment was sufficient for approval, it is hereby:

RESOLVED, that Article Six, of the Corporation's Articles of Incorporation are amended and shall now provide that:

This corporation shall have One (1) Director and the Director shall be:

Edilene Cassia Cardoso Vieira      6440 Metro West Blvd. #428  
Orlando, Florida 32835

IT IS FURTHER RESOLVED that Edilene Cassia Cardoso Vieira shall have the title of President and Secretary.

IT IS FURTHER RESOLVED, that the shareholders by this resolution do hereby authorize and direct the Chairperson and Secretary of this meeting to make, execute and acknowledge a sealed certificate of the Corporation setting out the above resolution and to do everything necessary for the certificate to be filed with the appropriate State office.

IT IS FURTHER RESOLVED, that, once the amendment has been filed and recorded with the appropriate State office, a duplicate copy of the amendment as returned by the appropriate State official shall be attached to the minutes of this meeting.

IN WITNESS THEREOF, I have affixed my name as Secretary of Macbraul Import & Export Corporation and have attached the seal of Macbraul Import & Export Corporation to this Resolution.

Dated: October 4, 1996. Amendment adopted this 4<sup>th</sup> day of October, 1996.

*Edilene C. C. Vieira*  
Edilene Cassia Cardoso Vieira, Secretary

(SEAL)

FILED  
96 NOV 20 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P96000058042**

April 10, 1997

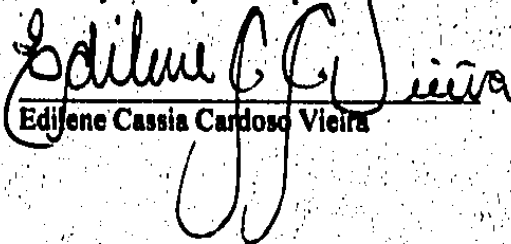
Department of State  
Division of Corporations  
P.O. Box 6327 Tallahassee, Florida 32314

Re: Change of Address:  
#P96000058042

Dear Sir/Madam:

Please change MACBRAUL IMPORT & EXPORT CORPORATION address to: 7021  
Grand National #105, Orlando, Florida 32819.

Thank you for your cooperation.

  
Edifene Cassia Cardoso Vieira

RS 9/0