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JUL-12-1996 17:07:58 P.18/2  
EMPIRE CORPORATE KIT  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33136- 00  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BRAZILIAN ENTERPRISES, INC.  
FAX AUDIT NUMBER: H96000009752 CURRENT STATUS: REQUESTED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER TO 1997 TO 1997

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PREPARED BY:  
SERGIO MASSA, ACCOUNTANT  
BUSINESS AUTHORITY CORP.  
8347 S.W. 40th ST.  
MIAMI, FL 33155  
TEL: (305) 220-3420

**ARTICLES OF INCORPORATION OF  
BRASILIAN ENTERPRISES, INC.**

**ARTICLE I NAME**

The name of this corporation is **BRASILIAN ENTERPRISES, INC.**

**ARTICLE II DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

**ARTICLE V PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

**ARTICLE VI LOCATION**

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 11527 N.W. 10th Street, Broward County, Pembroke Pines, Florida 33026. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

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**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 in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
German Courrau President, Secretary	11527 N.W. 10th Street Pembroke Pines, FL 33026

**ARTICLE VIII INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
German Courrau President, Secretary	11527 N.W. 10th Street Pembroke Pines, FL 33026

**ARTICLE IX AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. 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, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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## ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

## ARTICLE XI INDEMNIFICATION

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

## ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

## ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT


The Street address of the initial registered office of this corporation is 11527 N.W. 10th Street, Pembroke Pines, FL. 33026 and the name of the initial registered agent of this corporation at that address is German Courrau.

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IN WITNESS WHEREOF, the undersigned being the original incorporator for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 12th day of July, 1996.

  
Gerson Courrau

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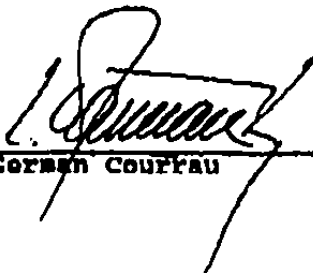
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

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

1. **BRAZILIAN ENTERPRISES, 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 City of Pembroke Pines, State  
of Florida, has named Gorman Courrau, located at 11527 N.W. 10th  
Street, City of Pembroke Pines, County of Broward, State of  
Florida, as its agent to accept service 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  
accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
Gorman Courrau

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TO 19609224000 P.09

(((H96000010148))) PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135- 9-0000  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000 CONTACT: RAY STORMONT  
PHONE: (305) 541-3094  
FAX: (305) 541-3770

(((H96000010148))) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: BRAZILIAN ENTERPRISES, INC.  
FAX AUDIT NUMBER: H96000010148  
DATE REQUESTED: 07/22/1996  
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*Kinda*

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JUL 23 1996  
10:50

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96 JUL 23 AM 7:42

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PREPARED BY:  
 SERGIO MASSA, ACCOUNTANT  
 BUSINESS AUTHORITY CORP.  
 8347 S.W. 40th ST.  
 MIAMI, FL 33155  
 TEL: (305) 220-3420

ARTICLES OF AMENDMENT  
 TO  
 ARTICLES OF INCORPORATION OF  
 BRAZILIAN ENTERPRISES, INC.  
 (Charter# P96000058935)

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

ARTICLE VII - BOARD OF DIRECTORS  
 AMENDMENT ADOPTED:

The names and street addresses of the Directors are as follows:

NAME	ADDRESS	NO. OF SHARES
Sebastiao Walter Pirani President, Secretary	11527 N.W. 10th Street Pembroke Pines, FL. 33026	1000

ARTICLE VIII - STOCKHOLDERS  
 AMENDMENT ADOPTED:

The names and street addresses of the Stockholders are as follows:

NAME	ADDRESS	NO. OF SHARES
Confecoes de Artigos de Cama Mesa Banco e Artesanatos Adelaide Martini ME	Rua dos Sabias No. 377 Aguas de Sao Pedro Sao Paulo CEP 13525-000	1000

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: July 18th, 1996.

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this 22nd day of July, 1996.

BRAZILIAN ENTERPRISES, INC.

By   
 Sebastiao Walter Pirani  
 President

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JUL 23 1996

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