

August 19, 1996

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

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***122.50 ***122.50

Gentleman:

Attached you will find Articles of Incorporation to be registered under
Niemeyer and Carvalho Corporation. Also you will find check number
150 in the amount of \$122.50 for Fee and Certify Copy.

Please send them to the following address:

601 Gallery Dr. # 6
Winter Park, Fl. 32792

I remain of you,

Sincerely yours,

Ada Gaston

FILED
95 AUG 30 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WFB - 17724

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 23, 1996

NIEMEYER AND CARVALHO CORPORATION
601 GALLERY DRIVE STE 6
WINTER PARK, FL 32792

We have received your document for NIEMEYER AND CARVALHO CORPORATION. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of Incorporation must be consistent throughout the document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 696A00040062

ARTICLES OF INCORPORATION
OF
NIEMEYER AND CARVALHO CORP.

FILED
MAR 53
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TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is:

NIEMEYER AND CARVALHO CORP.

ARTICLE II

PURPOSE

The general nature of the business to transacted by this corporation shall be:

- A) To engage in any activities or business permitted under the laws of The United States and Florida.
- B) To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.
- C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants and any and all structures and erections which may at any time necessary, useful, or advantageous, in the judgment of the Board of Directors, for the purpose of the Corporations, and which can lawfully be done.
- D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge, or otherwise encumber the lands, buildings, real property, chattels, real, and other property of the corporation, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.
- E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or

real property or on either of them.

- F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things to or proper in connection with the carrying on of the business of the corporation.
- G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and issue in exchange therefore its own, bonds, and other obligations.
- H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will rights, assets or liabilities of any person, firm association of corporation carrying on any kind the same as or of similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.
- I) To all such acts and things as are incident or conducive to the premises.
- J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other States or territories of the United States, or in the District of Columbia and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects of objects for which the corporation is formed.
- K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any act or activity for which corporation may be organized under the General Corporation Act of the State of Florida.

ARTICLE III

DURATION

This Corporation shall have perpetual existence.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is 1,000 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2415 W Oakridge Rd. Orlando, Florida 32809 and the name of the initial registered agent of this corporation at that address is Aloysio Niemeyer Hargreaves.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director are:

NAME	ADDRESS	SHARES
Marcos Aurelio Carvalho	7851 Sugar Bend Drive Orlando, FL 32819	600 Shares
Aloysio Niemeyer Hargreaves	7851 Sugar Bend Drive Orlando, FL 32819	400 Shares

ARTICLE VII

OFFICERS

The Corporation shall have a President, and may also have one or more additional Vice-Presidents, Assistant Secretaries, and Assistant Treasures, and such other officers and agents as may be deemed necessary. All other officers and agents shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII

INCORPORATOR

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

Aloysio Niemeyer Hargreaves- 2415 W Oakridge Rd.- Orlando, Florida 32809

ARTICLE IX
AMENDMENTS

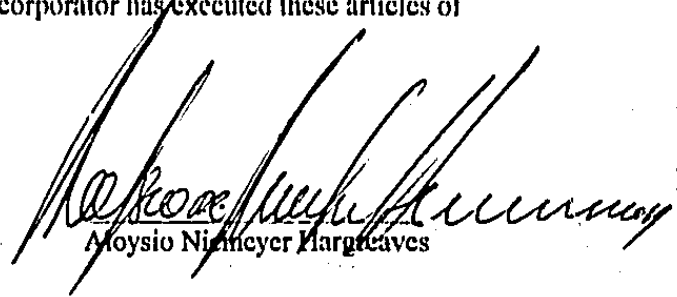
The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X
PRINCIPAL OFFICE

At present, the principal office of the corporation is:

2415 W. Oakridge Rd.- Orlando, Florida 32809.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 27 day of August 1996.



Moysio Niemeyer Hargreaves

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, a Notary Public duly authorized to take acknowledgements in the state and county set forth above, personally appeared ALOYSIO NIEMEYER HARGREAVES, known to me and known by me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 27 days of August, 1996.



NOTARY PUBLIC, State of Florida

My Commission Expires:



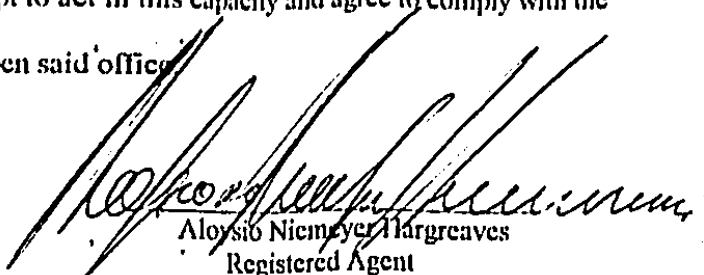
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND MANAGING AGENT UPON WHOM PROCESS
MAY BE SERVED

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

First that: NIEMEYER AND CARVALHO CORP. Desiring to organize under the laws of the
State of Florida, with its principal office as indicated in the Articles of Incorporation at the County
of Orange, State of Florida, has named Aloysio Niemeyer Hargreaves located at 2415 W
Oakridge Rd. Orlando, Florida 32809, as its Registered Agent to accept service or 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
provision of said Act relative to keeping open said office.


Aloysio Niemeyer Hargreaves
Registered Agent