

11/14/96

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DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BRAZILIAN TRAINING CENTER, CORP.

AUDIT NUMBER.....H96000016134

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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STATE OF FLORIDA

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NOV 15 PM 12:00

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ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:

BRAZILIAN TRAINING CENTER, CORP

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

2828 E. SUNRISE BLVD.
FORT LAUDERDALE FLORIDA 33304

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

2001 N.W. 96 TERRACE
PEMBROKE PINES FLORIDA 33024

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

PAULA MARIA POPOVITCH

PREPARED BY:
KRYANE BECHTINGER
B & L BUSINESS SCAI, INC.
141 N. E. 3rd AVE 9TH FLOOR
MIAMI, FL 33132 (305) 373 6111

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

CROLIN GRACIE - PRESIDENT

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

PAULA MARIA POPOVITCH
2001 N.W. 96 TERRACE
PEMBROKE PINES FLORIDA 33024

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 14TH DAY OF NOVEMBER OF 1996.


Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **BRAZILIAN TRAINING CENTER, CORP** DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS
PRINCIPAL OFFICE IN THE COUNTY OF **DADE** , STATE OF FLORIDA
HAS APPOINTED:

CROLIN GRACIE

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

BRAZILIAN TRAINING CENTER, CORP

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES,

THIS 14TH DAY OF NOVEMBER

, 1996.

Registered Agent

FILED
96 NOV 15 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

PAULA MARIA POPOVITCH

. KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

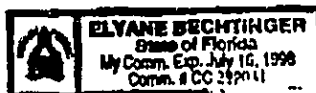
IN THE STATE AND COUNTY AFORESAID

THIS 14TH DAY OF NOVEMBER, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SPECIFIC POWER OF ATTORNEY

BE IT KNOWN, THAT I, **CROLIN GRACIE**, OF
MIAMI, FL., THE UNDERSIGNED, TO HEREBY GRANT A
LIMITED AND SPECIFIC POWER OF ATTORNEY TO **B & L BUSINESS LEGAL, INC. OF
MIAMI, FL.** -- AS MY ATTORNEY-IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO
UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE
PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE
ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY
OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH
INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE
SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT
AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS
MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF
ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE
REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF
ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF
MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS **14TH** DAY OF **NOVEMBER**, 1996.

Paula Maria Popovitch
PAULA MARIA POPOVITCH

**STATE OF FLORIDA
COUNTY OF DADE**

On **11 / 14 / 96** before me, **ELYANE BECHTINGER** personally, appeared:

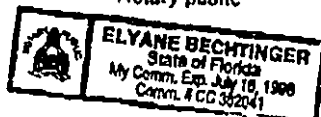
CROLIN GRACIE

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose
name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed
the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the
instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature *[Signature]*
Notary public

(Seal)



Affiant ☐ Known ☒ Produced ID ☐
Type of ID _____

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PUBLIC ACCESS SYSTEM
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((H97000003900 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BRAZILIAN TRAINING CENTER, CORP.

AUDIT NUMBER.....H97000003900

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 MAR -6 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF AMENDMENT TO
ARTICLE OF INCORPORATION OF
BRAZILIAN TRAINING CENTER, CORP.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLE OF INCORPORATION:

FIRST

AMENDMENT ADOPTED:

1— THE NEW PRESIDENT FOR THIS CORPORATION WILL BE:
PAULA MARIA POPOVITCH

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: FEBRUARY, 26 1997.

PREPARED BY:
B&L BUSINESS LEGAL INC.
141 NORTHEAST 3RD AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE (305) 373-6211

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FORTH

ADOPTIONS OF AMENDMENTS:

- ☒ THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.
- ☐ THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.
- ☐ THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY _____
(Voting group)

SIGNED THIS 26 OF FEBRUARY OF 1997
ELLUS MANTA, INC.

BY Paula Maria Popovitch
(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted
the shareholders)

Typed or printed name: PAULA MARIA POPOVITCH
Title: INCORPORATOR

PREPARED BY:
B & L BUSINESS LEGAL INC.
141 NORTH EAST 1ST AVENUE 9TH FLOOR
MIAMI, FLORIDA 33132-2221
TELEPHONE: (305) 373-6211

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