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EMPIRE CORPORATE KIT
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922 4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: BRAZIL MAGAZINE, INC.

AUDIT NUMBER.....H96000016252

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

CERT. OF STATUS..0

PAGES..... 4

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DEL.METHOD.. FAX

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EMPIRE CORPORATE KIT

P.11/13

ARTICLES OF INCORPORATION
OF

H96000016252

BRAZIL MAGAZINE, INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE BRAZIL MAGAZINE, INC.

ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS 111 N. E. 1ST ST.
9TH FLOOR, SUITE 901, MIAMI, FLA. 33132.

ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL
STOCK:

<u>NO. SHARES</u>	<u>CLASSIFICATION</u>	<u>PAR VALUE</u>
100,000	COMMON	\$2.00

SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER,
UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND,
CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT
TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE

Prepared by Foy H. Hammons, acct.
2701 S. Bayshore Dr. 1
Coconut Grove, FL 33133
305-859-9914

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DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED BY OTHERS.

ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H. HAMMONS, 2701 SO. BAYSHORE DRIVE SUITE 606, COCONUT GROVE, FLA. 33133.

ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS JOSE VASCONCELOS, 111 N. E. 1ST ST. #901, MIAMI, FLA. 33177.

ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS JOSE VASCONCELOS, 111 N. E. 1ST ST. # 901, MIAMI, FLA. 33177.

ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF THE SHAREHOLDERS TO THE CORPORATION.

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ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HEREBY EXECUTES THESE ARTICLES OF INCORPORATION THIS 18 DAY OF November, 1996.


INCORPORATORACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT OF BRAZIL MAGAZINE, INC.

DATED THIS 18 DAY OF November, 1996.


REGISTER AGENT

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2/28/97

FLORIDA DIVISION OF CORPORATIONS
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8:37 AM

((H9700003521 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: BRAZIL MAGAZINE, INC.

AUDIT NUMBER.....H9700003521

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 2

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Linda

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
97 FEB 28 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRAZIL MAGAZINE, INC.

(present name)

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VII

The articles of incorporation shall be amended to add
Manuel Antonio Oliveira Fernandez as V/President and
Sueli Simone de Oliveira Wertheimer as Director 1001
Brickell Bay Dr. # 1714 Miami, FL 33131

Jose Vasconcelos President 111 N.E. 1st Street, Suite 901
Miami, FL 33177

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 02-01-1997

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group 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)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Prepared by: Manuel A. Oliveira
1001 Brickell Bay Dr. # 1714
Miami, FL 33131

(continued)

(305) 377-1991

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Signed this 1 day of February, 19 97.

Signature

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Manuel Antonio Oliveira Fernandez & Sueli Simone de Oliveira
Typed or printed name Wertheimer

V/President and Director

Title

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