

P970000 12849
TRANSMITTAL LETTER

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

100002062511--6
-01/17/97--01110--020
*****78.75 *****78.75

SUBJECT: BRAZIL AMERICA Commerce Group
(Proposed corporate name - must include suffix) LTD

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

97 FEB 10 PM 3:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: GERARD Pitchford
Name (Printed or typed)

35 NORTH 21st Street
Address

EAST ORANGE N.J. 07017
City, State & Zip

201-677-9729
Daytime Telephone number

W97-1758

AL FEB 10 1997

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1997

GERARD PITCHFORD
35 NORTH 21ST STREET
EAST ORANGE, NJ 07017

SUBJECT: BRAZIL AMERICA COMMERCE GROUP LTD
Ref. Number: W97000001758

We have received your document for BRAZIL AMERICA COMMERCE GROUP LTD and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The designation of the registered agent must be at a Florida street address.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 097A00003496

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BRAZIL AMERICA Commerce Group
INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

C/O CYNTHIA MALLORY
10275 COLLINS AVE
Suite 825 South
BAL HARBOR FL 33154

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TALLAHASSEE, FLORIDA

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

GERARD S. PITCHFORD
C/O CYNTHIA MALLORY

10275 COLLINS AVE
Suite 826 South
BAL HARBOUR : FL 33154

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

GERARD S. PITCHFORD
C/O CYNTHIA MALLORY
10275 COLLINS AVE
Suite 826 South
BAL HARBOR FL 33154

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

14 day of JANUARY, 19 97.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

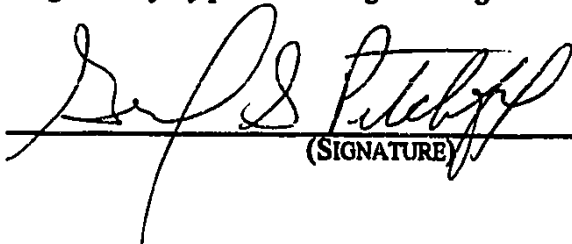
1. The name of the corporation is: BRAZIL AMERICA Commerce
Group INC.

2. The name and address of the registered agent and office is:

GERARD S. PITCHFORD
C/O: CYNTHIA MALCORY
10275 COLLINS AVE
Suite 826 South
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
BAL HARBOUR FL 33154
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

1-14-97
(DATE)