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EMPIRE CORPORATE KIT

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NAME: RECAANTO BRAZILIAN TROPICAL, INC.

AUDIT NUMBER.....H97000002411

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

CERT. OF STATUS..0

PAGES..... 7

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EMPIRE CORPORATE KIT

**ARTICLE OF INCORPORATION OF**

**FILED**

**H97000002411**

**RECANTO BRAZILIAN TROPICAL, INC.**

**97 FEB 11 AM 10:53**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I NAME**

The name of this corporation is **RECANTO BRAZILIAN TROPICAL, 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.

**PREPARED BY:  
ERNESTO HUERTAS, ACCOUNTANT  
E & V GREAT PROFESSIONAL, INC  
3001 N.W. 75TH ST  
MIAMI, FL 33126  
TEL: (305) 263-1547**

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**ARTICLE VI LOCATION**

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 816 N.Federal Highway, Pompano Beach, FL 33062. 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.

**ARTICLE VII INITIAL BOARD OF DIRECTORS**

This corporation shall have Three (3) 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
Luis Soares President	816 N.Federal Highway Pompano Beach, FL 33062
Carmen Vera Amieche Teixeira Vice-President	816 N.Federal Highway Pompano Beach, FL 33062
Vitor Manuel Ferreira Secretary-Treasurer	816 N.Federal Highway Pompano Beach, FL 33062

**ARTICLE VIII REGISTERED AGENT**

The Street address of the initial registered office of the corporation shall be 8001 N.W. 7 ST #8, Miami, Florida 33126, and the name of the initial registered agent of the corporation at that address is E & V Great Professional Inc.

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**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 Corporation be made.

**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.

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**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 all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

**ARTICLE XIII INCORPORATOR**

The name and street address of incorporator to these Articles of Incorporation: E & V Great Professional Inc, 8001 N.W. 7 ST # 8, Miami, FL 33126.

IN WITNESS WHEREOF, the undersigned agent of E & V Great Professional Inc, has hereunto set their hand and seal of E & V Great Professional Inc, on February 10, 1997.

E & V Great Professional Inc.

By:   
Its Agent, Ernesto Huertas

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION.**

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

E &amp; V Great Professional Inc.

By

  
Its Agent, Ernesto Huertas

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ASSIGNMENT BY THE SOLE INCORPORATOR OF THE ARTICLE OF  
INCORPORATION OF RECANTO BRAZILIAN TROPICAL, INC.**

E & V Great Professional Inc. as sole incorporator, for value received hereby assigns any  
and all rights it may have as such incorporator to the following:

Luis Soares  
Carmen Vera Arricoba Teixeira  
Vitor Manuel Ferreira

Dated: February 10, 1997.

E & V Great Professional Inc.

By   
Its Agent, Ernesto Huertas

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