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97 MAR 11 PM 2: 02

ACCOUNT NO. : 072100000034 CORPORATION

REFERENCE : 288866 131156A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 11, 1997

ORDER TIME : 12:47 PM

ORDER NO. : 288866-005

CUSTOMER NO: 131156A

400002110E14--7

CUSTOMER: Barry N. Brumer, Esq
BARRY N. BRUMER, ESO

Major Center Office Plaza
Suite 230 5728 Major Boulevard
Orlando, FL 32819

DOMESTIC FILING

NAME: 1 NASCIMENTO COMPANY, INC.

EFFECTIVE DATE:

THERE IS NO ENGLISH TRANSLATION, THIS IS SOMEONE'S LAST NAME

XX ARTICLES OF INCORPORATION
 _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 MAR 11 PM 3:09
SECURITY STATE
TALLAHASSEE, FLORIDA
LAST NAME

W97-5768
K.R. MAR 12 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: NASCIMENTO COMPANY, INC.
Ref. Number: W97000005768

RESUBMIT
Please give original
submission date as file date.

We have received your document for NASCIMENTO COMPANY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 997A00012550

97 MAR 17 PM 2:02
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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

ROCHA NASCIMENTO & COMPANY, INC.

The principal place of business of this Corporation shall be:

6410 Metrowest Blvd, # 1107
Orlando, FL 32835

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - DIRECTORS

This Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than two.

ARTICLE VII - STOCK SUBSCRIBERS

FILED
OTHER II
SEC. STATE
TALLAHASSEE, FLORIDA
JUL 3 1909

The name and address of the stock subscribers are:

NAME: Colegio Cristao Don Pixote
ADDRESS: Rua Dr. Felice Buscaglia, 253
Sao Mateus, Sao Paulo, Brazil 100%

ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Irineo do Nascimento
ADDRESS: 6410 Metrowest Blvd, # 1107, Orlando, FL 32835
OFFICE: President

NAME: Aurora Rocha do Nascimento
ADDRESS: 6410 Metrowest Blvd, # 1107, Orlando, FL 32835
OFFICE: Vice-President

NAME: Armando Tadeu do Nascimento
ADDRESS: 6410 Metrowest Blvd, # 1107, Orlando, FL 32835
OFFICE: Treasurer

NAME: Glaucia Eliete Teixeira do Nascimento
ADDRESS: 6410 Metrowest Blvd, # 1107, Orlando, FL 32835
OFFICE: Secretary

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 to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

ARTICLE XI - REGISTERED AGENT

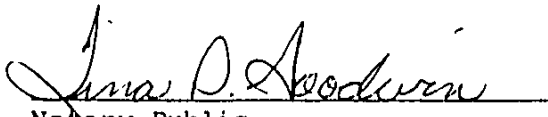
The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.


Barry N. Brumer, Esquire

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

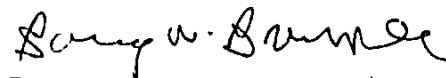
WITNESS my hand and official seal in the County and State aforesaid this 3rd day of March of 1997.


Notary Public
State of Florida at Large
My Commission Expires:

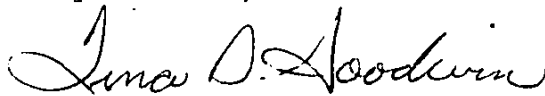


ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for ROCHA NASCIMENTO & COMPANY, INC.


Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 3rd day of March, 1997.


Notary Public
State of Florida at Large
My Commission Expires:

