

P97000043691

George J. DeFazio
Requestor's Name

2131 Ponce de Leon Blvd., Ste. 430
Address

Coral Gables, Fl. 33134
City/State/Zip Phone #

Office Use Only

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 2:34

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Brazilian Swimwear Import and Export, Inc.
(Corporation Name) (Document #)

2. /
(Corporation Name) (Document #)

3. 900002175559--1
(Corporation Name) (Document #) -05/12/97--01156--016
****122.50 ****122.50

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION

OF

BRAZILIAN SWIMWEAR IMPORT AND EXPORT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 2:34

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be BRAZILIAN SWIMWEAR IMPORT AND EXPORT, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of all one class at One (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporators signing these Articles of Incorporation are:

NAME

ADDRESS

Ana Teresa Diaz Mendes

Barao de Jaguaribe 297
#601
Ipanema, Rio de Janeiro
BRAZIL

Mauricio Olivera

No. 99 #202-Jardim Oceanico
Barra Da Tijuca
Rio De Janeiro
BRAZIL

ARTICLE IX

AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE V

CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

2121 Ponce de Leon Blvd.
Suite 430
Coral Gables, Florida 33134

ARTICLE VI

INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFABIO
2121 Ponce de Leon Boulevard
Suite 430
Coral Gables, Florida 33134

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

NAME

ADDRESS

Ana Teresa Díaz Mendes

Barao de Jaguaribe 297
#601
Ipanema, Rio de Janeiro
BRAZIL

Mauricio Oliveira

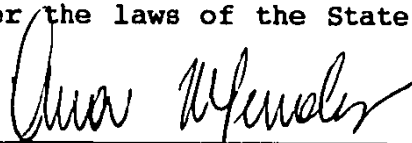
No. 99 #202-Jardim Oceanico
Barra Da Tijuca
Rio De Janeiro
BRAZIL

ARTICLE XII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

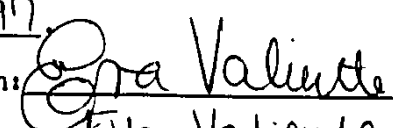

ANA TERESA DIAZ MENDES


MAURICIO OLIVEIRA

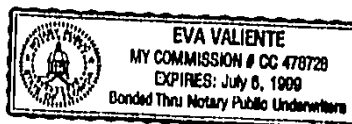
STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared ANA TERESA DIAZ MENDES, who is well know to me to the person described in these Articles of Incorporation and who executed same, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 9th day of May
1997.

Sign: 
Print: Eva Valiente
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared MAURICIO OLIVEIRA, who is well know to me to the person described in these Articles of Incorporation and who executed same, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 9th day of May.

1997

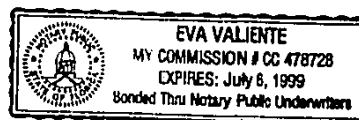
Sign:

Eva Valiente

Print:

Eva Valiente
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



REGISTERED AGENT CERTIFICATE


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 AM 2:34

In pursuance of Chapter 48.091, Florida Statutes, following is submitted, in compliance with said Act:

FIRST - That BRAZILIAN SWIMWEAR IMPORT AND EXPORT, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Dade, State of Florida, has named GEORGE J. DeFabio, located at 2121 Ponce de Leon Blvd., Suite 430, Coral Gables, Florida, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

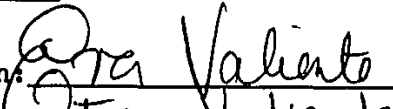
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

By: 
GEORGE J. DeFABIO

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, to me well known to be the person described in and who executed the Registered Agent Certificate.

1997 WITNESS my hand and seal on this 9th day of May.

Sign: 
Print: Eva Valiente
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

