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97 JUN 12 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 8, 1997

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

RECEIVED DATE

7-1-97

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-06/12/97--01009--0004
*****70.00 *****70.00

RE: Articles of Incorporation

Dear Secretary of State:

Enclosed is one original and one copy of the Articles of Incorporation of:
BRAZIMEX, INCORPORATED.

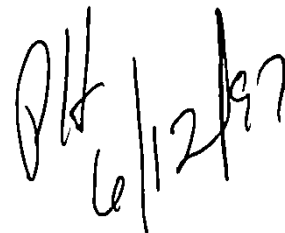
Also enclosed please find a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee and the fee for the registered agent. Your assistance in establishing this corporation is appreciated.

Please forward correspondence to :

Bradley W. Lang, Esquire
Bradley W. Lang, JD, CPA P.A.
400 Madison Drive, Suite 250
Sarasota, FL 34236

Respectfully,


Bradley W. Lang
Attorney and Counselor at Law



**ARTICLES OF INCORPORATION
OF
BRAZIMEX, INCORPORATED**

FILED

97 JUN 12 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-1-97

The undersigned incorporators, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: BRAZIMEX, INCORPORATED.

The principal address of this corporation is 7041 SILVERWOOD DRIVE,
FLORIDA 34654.

ARTICLE II - BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in an activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence shall

be JULY 1, 1997, after the date these articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 7041 SILVERWOOD DRIVE, NEW PORT RICHEY, FLORIDA 34654, the name of the initial registered agent of this corporation at that address is LUCIANO R. WERNER.

ARTICLE VI - DIRECTORS

A. The initial number of directors of this corporation shall be FOUR (4).

B. The number of directors of this corporation may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefrom.

E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name:</u>	<u>Street Address:</u>
LUCIANO R. WERNER	7041 SILVERWOOD DRIVE NEW PORT RICHEY, FL 34654
ROBERTO L. WERNER	7041 SILVERWOOD DRIVE NEW PORT RICHEY, FL 34654
AMALIA M. WERNER	7041 SILVERWOOD DRIVE NEW PORT RICHEY, FL 34654
VALESKA B. WERNER	7041 SILVERWOOD DRIVE NEW PORT RICHEY, FL 34654

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, that any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporators signing these articles are:

Name:

Street Address:

LUCIANO R. WERNER

7041 SILVERWOOD DRIVE
NEW PORT RICHEY, FL 34654

ARTICLE VIII - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

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 shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the board of directors which are inconsistent with bylaws adopted by the shareholders shall be void, and the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 9 day of JUNE, 1997.



LUCIANO R. WERNER

FILED

ACCEPTANCE OF REGISTERED AGENT

97 JUN 12 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process of BRAZIMEX INCORPORATED at 7041 Silverwood Drive, New Port Richey, Florida, 34654 as designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

The undersigned has executed this Acceptance of Registered Agent on the 9 day of June, 1997.

Luciano R. Werner

