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797000074458

Charter Number Only

Mr. Hunter 8/21/97

Blackie Hunter
Requestor's Name
1200 Biscayne Blvd. #402
Address
Miami, FL 33181
City State ZIP Phone
891-4440

VALIDATION ONLY

FILED
97 AUG 27 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002274357--2
-08/22/97--01023--007
****122.50 ****122.50
LIMITED

CORPORATION(S) NAME

Ameribras Turismo y Cambio, TFD, Inc.
English: TOURISM AND EXCHANGE, LIMITED, INC.

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified copy
97 AUG 22 AM 10:05
OFFICE OF CORPORATION

K.R. AUG 27 1997
W97-19511
K.R. AUG 22 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: AMERIBRAS TURISMO Y CAMBIO, LTD., INC.
Ref. Number: W97000019511

We have received your document for AMERIBRAS TURISMO Y CAMBIO, LTD., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

Please return the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 897A00042558

DEPARTMENT OF CORPORATION

97 AUG 27 AM 10:15

ARTICLES OF INCORPORATION
OF
AMERIBRAS TURISMO Y CAMBIO, limited, INC.

FILED
97 AUG 27 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of an act of the Legislature of the State of Florida, do hereby subscribe to these Articles of Incorporation.

1.

The name and address of the corporation is:

AMERIBRAS TURISMO Y CAMBIO, limited, INC.
4045 Sheridan Avenue
Miami Beach, Florida 33140

2.

The duration of the corporation shall be perpetual.

3.

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

4.

The aggregate number of shares which the corporation shall have the authority to issue shall be:

(a) 100 shares of common voting stock, at \$5.00 par value.

Prepared By:

LESLIE I. ZACHARIA
4045 Sheridan Avenue
Miami Beach, Florida 33140
305/576-7238

5.

The Registered Agent and his address is as follows:

LESLIE I. ZACHARIA
4045 Sheridan Avenue
Miami Beach, Florida 33140

6.

The Board of Directors shall consist of one or more individuals, with the number specified in, or fixed in accordance with, its By-Laws. The number of Directors may be increased, or decreased from time to time by amendment to, or in the manner provided in, the By-Laws.

7.

The names and post office addresses of the original subscribers to these Articles are:

LESLIE I. ZACHARIA
4045 Sheridan Avenue
Miami Beach, Florida 33140

7(a).

The name of the initial officers and directors are:

LESLIE I. ZACHARIA, President/Director

8.

This corporation shall have the initial officers herein listed and may have any other officers so described in its By-Laws, who will be appointed by the existing officers or the Board of Directors.

Each officer has the authority and shall perform the duties set forth in the By-Laws or, to the extent consistent with the By-Laws, the duties prescribed by the Board of Directors or by

the direction of any officer authorized by the By-Laws or the Board of Directors to prescribe the duties of the officers.

9.

This Corporation may in its By-Laws confer powers upon its Directors, in addition to any other powers and authorities conferred upon them by Statutes.

10.

Both Stockholders and Directors of this Corporation Shall have the power to hold their meetings, and to have one or more offices, within or without the State of Florida.

11.

These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by Florida Statutes and all rights conferred upon the Stockholders herein are granted subject to this reservation.

I, the undersigned being all of the undersigned subscribers to the capital stock, as recited herein, do make, subscribe and acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly, have heretofore set my hand and seal, this 18 day of

August, 1997.



LESLIE T. ZACHARIA

(Seal)

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this 18 day of August, 1997, before me personally appeared LESLIE I. ZACHARIA, to me well known to be the subscriber described herein, and who signed the foregoing Certificate of Incorporation and who acknowledged before me that he signed, sealed and delivered same for the uses and purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at Dade County, State of Florida, the day and year first above written.

Personally known to me, or

Produced Identification: _____

OFFICIAL NOTARY SEAL
BLACKIE HUNTER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC630553
MY COMMISSION EXP. MAR. 17, 2001

Blackie Hunter
NOTARY PUBLIC, State of
Florida at Large
BLACKIE HUNTER
Printed Name of Notary

My Commission Expires:

OFFICIAL NOTARY SEAL
BLACKIE HUNTER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC630553
MY COMMISSION EXP. MAR. 17, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

AMERIBRAS TURISMO Y CAMBIO, Limited, INC.

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST---That AMERIBRAS TURISMO Y CAMBIO, Limited, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami Beach, County of Dade, State of Florida, has named LESLIE I. ZACHARIA, located at 4045 Sheridan Avenue, Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 

LESLIE I. ZACHARIA
(Registered Agent)

FILED
97 AUG 27 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA