

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P97000094090**

**EFFECTIVE DATE**

10-22-97

500002327675-6

-10/23/97--01003--021

\*\*\*\*122.50 \*\*\*\*122.50

*A Brasileira Corp.*

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

97 NOV -3 PM 2: 11

RECEIVED

DIVISION OF CORPORATION

97 OCT 28 AM 10: 11

Signature \_\_\_\_\_

Requested by: *Jon*

Name \_\_\_\_\_

Date *10/23*

Time *9:54*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

RP  
11-3-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 23, 1997

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: A BRASILEIRA CORP.  
Ref. Number: W97000024133

We have received your document for A BRASILEIRA CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 397A00051680

ARTICLES OF INCORPORATION

OF

A BRASILEIRA CORP.

ARTICLE I - NAME

The name of the corporation shall be A BRASILEIRA CORP.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 22nd day of October, 1997; provided that, if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100	\$1.00	Common

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 NOV -3 PM 2:11

EFFECTIVE DATE

10.22.97

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be : 19 S.E. 2<sup>nd</sup> Avenue, Miami, Florida.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<b><u>REGISTERED AGENT</u></b>	<b><u>STREET ADDRESS OF REGISTERED OFFICE</u></b>
Ricardo A. Gonzalez	28 West Flagler Street Suite 600 Miami, FL 33130

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation shall be the Incorporator named below.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:


<u>NAME</u>	<u>ADDRESS</u>
Lorenzo Gonzalez Fernández	825 Brickell Bay Drive No. 749 Miami, Florida 33131

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of October, 1997.

Incorporator and Initial Member  
of Board of Directors:

  
Lorenzo Gonzalez Fernandez

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is A BRASILEIRA CORP.
2. The name and address of the registered agent and office is:

Ricardo A. Gonzalez  
28 West Flagler Street  
Suite 600  
Miami, FL 33130

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY \_\_\_\_\_

Ricardo A. Gonzalez

October 22, 1997

FILED  
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DIVISION OF CORPORATIONS  
97 NOV -3 PM 2:11