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LAW OFFICES  
WAKEFIELD & ASSOCIATES, P.A.

540 Douglas Avenue, Suite 14  
Altamonte Springs, Florida 32714  
(407) 830-7724

1400 West Oak Street, Suite A  
P.O. Box 421408  
Kissimmee, Florida 34742-1408  
(407) 846-7113  
(800) 369-1325  
(407) 846-3585 Telecopier  
E Mail: Scraigwake@aol.com

1127 South Patrick, Suite 14  
Satellite Beach, Florida 32937

S. CRAIG WAKEFIELD  
Certified Estate Planner  
LLM Masters of Law in Taxation  
Also Admitted Nebraska & Iowa

Respond to: Kissimmee, Florida

Janet Greenleaf, Paralegal  
Renet McCall, Paralegal  
Ray Miller, Paralegal

October 22, 1997

Florida, Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-10/29/97--01111--016  
\*\*\*\*122.50 \*\*\*\*122.50

RE: STRAINSMAN, INC. - Corporation Filing  
(Our File No.: 931247.00)

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$122.50, which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*Renet McCall*

Renet McCall, Legal Assistant

2590-  
W97-24709

rm  
Enclosures

FILED  
DIVISION OF STATE  
INCORPORATIONS  
97 NOV 13 AM 8:25

cc 11/13/97

LAW OFFICES  
**WAKEFIELD & ASSOCIATES, P.A.**

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LLM Masters of Law in Taxation  
Also Admitted Nebraska & Iowa

Respond to: Kissimmee, Florida

Janet Greenleaf, Paralegal  
Renet McCall, Paralegal  
Ray Miller, Paralegal

November 6, 1997

Ms. Claretha Golden, Document Specialist  
Florida, Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: STRAINSMAN, INC. - Corporation Filing  
(Our File No.: 931247.00)

Dear Ms. Golden:

Enclosed herewith is the original and a copy of the **revised** Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

If you should have any further questions, please do not hesitate to contact our office.

Very truly yours,



Renet McCall, Legal Assistant

rm  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 13 AM 8:25



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
DEPARTMENT OF STATE  
971013 AM 8:25  
CORPORATIONS

October 30, 1997

WAKEFIELD & ASSOCIATES, P.A.  
ATTN: RENET MCCALL  
POST OFFICE BOX 421408  
KISSIMMEE, FL 34742-1408

SUBJECT: STRAINSMAN, INC.  
Ref. Number: W97000024709

We have received your document for STRAINSMAN, INC.. However, the document has not been filed and is being returned for the following:

The person designated as incorporator in the document and the person signing as incorporator must be the same.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 497A00052714

ARTICLES OF INCORPORATION

OF

STRAINSMAN, INC.

FILED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 13 AM 8:25

ARTICLE I. NAME

The name of this corporation shall be STRAINSMAN, INC., whose address is 12740 Gettysburg Circle, Orlando, FL 32837.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of developing and selling tourism related products and services and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 \$1.00 par value shares of common capital stock.

Articles Of Incorporation Of STRAINSMAN, INC.

#### ARTICLE V. PREEMPTIVE RIGHTS

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

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be . The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

VERONICA TOWER VEIGA  
12740 Gettysburg Circle  
Orlando, FL 32837

CARLOS ALBERTO FERREIRA  
Ave. Franklin Roosevelt #71, Suite 703  
Rio De Janeiro, Brazil 20021120

EMANUEL CARLOS VEIGA  
12740 Gettysburg Circle  
Orlando, FL 32837.

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 12740 Gettysburg Circle, Orlando, FL 32837, and the address of this corporation's initial registered office shall be: 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. CRAIG WAKEFIELD, ESQ.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

~~S. CRAIG WAKEFIELD, ESQ., 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.~~  
EMANUEL CARLOS VEIGA, 12740 Gettysburg Circle, Orlando, FL 32837.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
EMANUEL CARLOS VEIGA, Incorporator

State Of Florida

County Of Osceola

On September 23rd, 1997, EMANUEL CARLOS VEIGA, designated above as the individual who shall serve as the Incorporator, who is personally known to me, or produced a

Articles Of Incorporation Of STRAINSMAN, INC.

Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of STRAINSMAN, INC..

*Dorendra Renet McCall*  
Notary Public

\_\_\_\_\_  
(Notary Public - Printed Or Typed Name)



Dorendra Renet McCall  
MY COMMISSION # CC520194 EXPIRES  
April 24, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

Commission Expiration Date & Commission Number:

(SEAL)

I hereby accept my designation as resident agent and agree to serve as the resident agent of STRAINSMAN, INC.. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for STRAINSMAN, INC..

*S. CRAIG WAKEFIELD*  
S. CRAIG WAKEFIELD, ESQ. - Registered Agent

State Of Florida

County Of Osceola

On September *23rd*, 1997, S. CRAIG WAKEFIELD, ESQ., designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the

Articles Of Incorporation Of STRAINSMAN, INC.



time of notarization, and, after being given the oath, acknowledged signing these Articles Of  
Incorporation Of STRAINSMAN, INC..

Dorendra Ranet McCall

Notary Public



Dorendra Ranet McCall  
MY COMMISSION # CC520194 EXPIRES  
April 24, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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