

P980000004660

January 2, 1998

SECRETARY OF STATE
Division of Corporations
George Firestone Building
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

FILED STATE
SECRETARY OF CORPORATIONS
98 JAN - 5 PM 12:15

EFFECTIVE DATE

1-2-98

RE: BRAZILIAN CULTURAL CENTER, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

If any questions, please call 305/770-9318

Sincerely,

Claude A. De Freitas

Claude A. De Freitas

Claude A. De Freitas
370 NE 213th Street
N. Miami Beach, FL 33179

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W98-240

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 6, 1998

CLAUDE A. DE FREITAS
370 NE 213 ST.
N. MIAMI BEACH, FL 33179

SUBJECT: BRAZILIAN CULTURAL CENTER, INC.
Ref. Number: W98000000240

We have received your document for BRAZILIAN CULTURAL CENTER, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 598A00000441

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 PM 12:15

**ARTICLES OF INCORPORATION
OF**

BRAZILIAN CULTURAL CENTER, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the laws of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I- NAME

The name of this corporation is:

BRAZILIAN CULTURAL CENTER, INC.

The address of the principal office of this corporation shall be: 370 NE 213th Street - N. Miami Beach, FL 33179 and the address of the corporation shall be the same.

ARTICLE II- DURATION

This corporation shall have perpetual existence. The corporate existence commences on January 2, 1998.

ARTICLE III- PURPOSE

This corporation is organized for the following purposes:

A. Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

B. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices in action, either as owner, broker, agent or factor.

C. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

D. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purposes of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1 par value stock, which shall be designated "Common Shares".

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation 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- INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is: **370 NE 213th Street
N. Miami Beach, FL 33179**

The name of the initial registered agent of this corporation at this address is: **Claude A. De Freitas**

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial director(s) of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

Claude A. De Freitas

**370 NE 213th Street
N. Miami Beach, FL 33179**

Carmen O. De Freitas

**370 NE 213th Street
N. Miami Beach, FL 33179**

ARTICLE VIII- INCORPORATOR

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

Claude A. De Freitas

370 NE 213th Street
N. Miami Beach, FL 33179

ARTICLE IX- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X- CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI- INDEMNIFICATION

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

ARTICLE XII- AMENDMENT

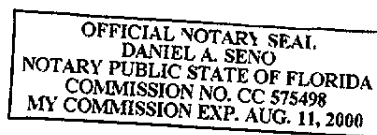
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Claude De Freitas

Claude A. De Freitas Subscriber

Notary Public, State of Florida

My Commission Expires: 08-11-2000



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 PM 12:15


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

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

First- BRAZILIAN CULTURAL CENTER, INC. desiring to
organize under the laws of the State of Florida has named
Claude A. De Freitas located at 370 NE 213th Street - N.
Miami Beach, FL 33179 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 the 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: 
Claude A. De Freitas
(Resident Agent)