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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BRAZIL CARNAVAL, INC.

AUDIT NUMBER.....H98000002176

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
BRAZIL CARNAVAL, INC.

Simone Magalhaes Silva, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is Brazil Carnaval, Inc.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is ONE HUNDRED, all of which shall be common shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

NATURE OF BUSINESS

The nature of business to be conducted by the Corporation is:

1. The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required;
3. To manufacture, purchase, or otherwise acquire and own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with goods, ware, merchandisc, real and personal property, and services of every class, kind, or description;

Prepared by: Jordan, Padial & Company, CPA's, P.A.
Jose I. Padial, CPA
999 Ponce de Leon Suite 715
Coral Gables, FL 33134
(305) 443-8010

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4. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and counties;
5. To purchase the corporate assets of any other corporation and to engage in the same or other character of business;
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the corporate stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or other state or government, and while owner of such stock, to exercise all the right, powers and privileges of ownership, including the right to vote such stock;
7. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase treasury shares of the Corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such treasury shares.

ARTICLE VI

REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

999 Ponce de Leon Blvd., #715
Coral Gables, Florida 33134

The name of the registered agent at such address is:

Simone Magalhães Silva

ARTICLE VII

PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

999 Ponce de Leon Blvd., #715
Coral Gables, Florida 33134

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ARTICLE VIII

DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The names and addresses of the persons who are to serve as members of the initial board of directors are:

NAME

ADDRESS

Simone Magalhaes Silva

999 Ponce de Leon Blvd., #715
Coral Gables, Florida 33134

ARTICLE IX

INCORPORATORS

NAME

ADDRESS

Simone Magalhaes Silva

999 Ponce de Leon Blvd., #715
Coral Gables, Florida 33134

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE X

**REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PRE-
INCORPORATION EXPENSES. ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the herein before mentioned incorporator. The Corporation further authorize it director to reimburse the herein before mentioned incorporator for any and all expenses incurred in the organization and formation of the Corporation. The Directors of this Corporation shall have the sole discretion to determine the expenses for which the herein before mentioned incorporator shall be reimbursed.

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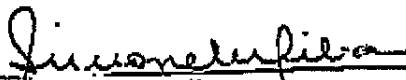
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ARTICLE XI

RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of January, 1998.



Simone Magalhães Silva
Subscriber

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

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST THAT BRAZIL CARNAVAL, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE
OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS
NAMED SIMONE MAGALHAES SILVA, LOCATED AT 999 PONCE DE LEON
BLVD., #715, CORAL GABLES, STATE OF FLORIDA AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS.

Signature



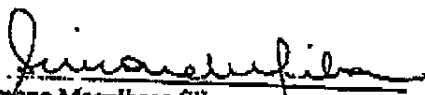
Subscriber: Simone Magalhaes Silva

Date

01/30/98

Having been to accept service of process for the above stated Corporation, At the place
designated in this Certificate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

Signature



Simone Magalhaes Silva
Residing Agent

Date

01/30/98

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