

CAPITAL CONNECTION, INC.

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

P98000050625

Brazil Realty Investment Inc.

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****122.50 ****122.50

☒ Art of Inc. File Cert
☐ 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

98 JUN -5 PM 1:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JUN -5 AM 11:25
RECEIVED
DIVISION OF CORPORATION

7/6-5-98

EFFECTIVE DATE

6-3-98

Signature _____

Requested by: QD

Name _____

Date 6/5/98

Time 11:00

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
BRAZIL REALTY INVESTMENT, INC.

FILED
98 JUN -5 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6-3-98

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

BRAZIL REALTY INVESTMENT, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

560 Sabal Palm Drive
Key Biscayne, Florida 33149

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this

Corporation is:

(1) Owning, Managing and Investing in commercial and residential real estate; and

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of two (2) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Claudia A. De Souza	461 S. Mashta Drive Key Biscayne, FL 33149
Marco A. De Souza	461 S. Mashta Drive Key Biscayne, FL 33149
Juraci Vieira De Andrade	461 S. Mashta Drive Key Biscayne, FL 33149

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, BRAZIL REALTY INVESTMENT, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables,

Miami-Dade County, Florida, and has named Tanya L. Bower, Esquire as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The name and address of the Subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gregory T. Martini	2655 LeJeune Road, Suite 1101 Coral Gables, Florida 33134

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

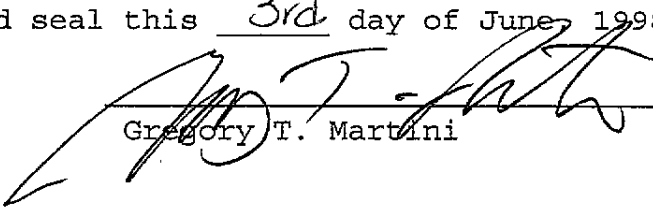
ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 3rd day of June, 1998,

so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 3rd day of June, 1998.



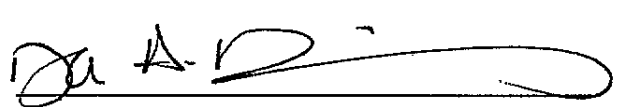
Gregory T. Martini

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

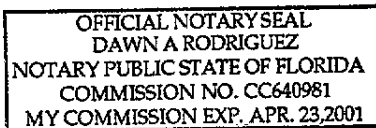
BEFORE ME, the undersigned authority, personally appeared Gregory T. Martini, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 3rd day of June, 1998.



Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for BRAZIL REALTY INVESTMENT, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 (SEAL)
Registered Agent

FILED
98 JUN -5 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6-3-98