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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: LUIS URIARTE  
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ACCT#: 110432003053

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NAME: BRAZIL II, INC.

AUDIT NUMBER.....H98000011975

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

CERT. OF STATUS...1

PAGES.....4

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\* NOTE - PARTIES SAME

AS BRAZIL I, II, III ~~and~~ IV

and V corps.

Thanks.

Bm 6/29/98

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Brazil II, Inc.

EFFECTIVE DATE

6-26-98

### Article II. Address

The mailing address of the Corporation is:  
Brazil II, Inc.  
16501 NW 16 Court  
Miami FL 33169

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### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Rafael Prohias, Esq.  
Greenberg Traurig Hoffman Lipoff Rosen & Quentel, PA  
1221 Brickell Avenue  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Amancio Victor Suarez

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Rafael Prohias, Esq. | FL Bar Member 28126  
Greenberg Traurig Hoffman Lipoff Rosen & Quentel, PA  
1221 Brickell Avenue  
Miami FL 33131  
305-579-0500

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Rafael Prohias, Esq.

Greenberg Traurig Hoffman Lipoff Rosen & Quentel, PA

1221 Brickell Avenue

Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 26, 1998.

The undersigned incorporator executed these Articles of Incorporation on June 26, 1998.



\_\_\_\_\_  
RAFAEL PROHIAS, ESQ.

by L.A. Uriarte as attorney-in-fact

Rafael Prohias, Esq. | FL Bar Member 28126  
Greenberg Traurig Hoffman Lipoff Rosen & Quentel, PA  
1221 Brickell Avenue  
Miami FL 33131  
305-579-0500

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**Brazil II, Inc.**

**REGISTERED AGENT/OFFICE:**

**Rafael Prohias, Esq.  
Greenberg Traurig Hoffman Lipoff Rosen & Quentel, PA  
1221 Brickell Avenue  
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**RAFAEL PROHIAS, ESQ.**  
by L.A. Uriarte as attorney-in-fact

**Date: June 26, 1998.**

**Rafael Prohias, Esq. | FL Bar Member 28126  
Greenberg Traurig Hoffman Lipoff Rosen & Quentel, PA  
1221 Brickell Avenue  
Miami FL 33131  
305-579-0500**

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