

Division of Corporations

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Florida Department of State  
Division of Corporations  
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From: Account Name : RUIZ & CO., INC.  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BRAZILIAN FLORIDIAN MAGAZINE, INC.

|                       |         |
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**ARTICLES OF CORPORATION**  
**OF**  
**BRAZILIAN FLORIDIAN MAGAZINE, INC.**

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I - NAME**

THE NAME OF THE CORPORATION SHALL BE:

**BRAZILIAN FLORIDIAN MAGAZINE, INC.**

THE PRINCIPAL PLACE OF THIS CORPORATION SHALL BE:

3965 NORTH FEDERAL HIGHWAY  
POMPANO BEACH - FL - 33064

**ARTICLE II - NATURE OF BUSINESS**

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

**ARTICLE III - CAPITAL STOCK**

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: (1,000) ONE THOUSAND @ \$ 0.10 PAR VALUE PER SHARE.

IN THE EVENT THAT ANY SHAREHOLDER DESIRES TO SELL ANY PART OF THEIR HOLDINGS TO AN INDIVIDUAL NOT A SIGNATORY TO THIS INSTRUMENT, SHALL OBTAIN SUCH BONA FIDE OFFERS AS THEY MAY DESIRE, AND REPORT THE OFFERS IN WRITING TO THE SECRETARY, SHALL MARK THE OFFER WHICH THEY DESIRE TO ACCEPT. THE SECRETARY SHALL THEN NOTIFY ALL OF THE SIGNATORIES OF THE PROPOSED OFFER, AND ANY SIGNATORY SHALL BE ENTITLED TO A RIGHT OF FIRST REFUSAL TO PURCHASE THE SHARES ON THE SAME TERMS AS THE ACCEPTED OFFER WITHIN 60 DAYS.

Prepared by: Marcos C. Oliveira  
3965 N Fed Hwy  
Pompano Beach, Florida 33064  
(954) 923-7843

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**ARTICLE IV - TERM OF EXISTENCE**

**THIS CORPORATION IS TO EXIST PERPETUALLY.**

**ARTICLE V - OFFICERS DIRECTORS**

**THE NAME(S) AND STREET ADDRESS(ES) OF THE INITIAL OFFICER(S), IF ANY, WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSOR(S) ELECTED, IS (ARE):**

**MARCOS CESAR OLIVEIRA  
TÂNIA MARIA ROCHA AZEVEDO  
3965 NORTH FEDERAL HIGHWAY  
POMPANO BEACH - FL - 33064**

**ARTICLE VI - AMENDMENT**

**THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS CONFERRED UPON THE SHAREHOLDERS HEREIN ARE SUBJECT TO THIS RESERVATION.**

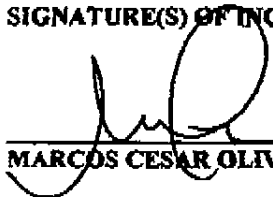
**ARTICLE VII - INCORPORATOR**

**THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THIS ARTICLES OF INCORPORATION ARE:**

**MARCOS CESAR OLIVEIRA  
TÂNIA MARIA ROCHA AZEVEDO  
3965 NORTH FEDERAL HIGHWAY  
POMPANO BEACH - FL - 33064**

**IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 9th DAY OF MARCH OF 1999.**

**SIGNATURE(S) OF INCORPORATOR(S)**

  
**MARCOS CESAR OLIVEIRA**

  
**TÂNIA MARIA ROCHA AZEVEDO**

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## **CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.325, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

- 1 - THE NAME OF CORPORATION IS:  
BRAZILIAN FORIDIAN MAGAZINE, INC.
- 2 - THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:  
MARCOS CESAR OLIVEIRA  
3965 NORTH FEDERAL HIGHWAY  
POMPANO BEACH - FL - 33064

  
SIGNATURE

TITLE: PRESIDENT

DATE: MARCH 09<sup>th</sup>, 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL SATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

  
SIGNATURE

DATE: MARCH 09<sup>th</sup>, 1999.

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