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Harold L. Benjamin

- Certified Public Accountant
6208 Pembroke Road
Miramar, FL 33023

CILY/DUM----

Office Use Only

MAY 1 9 1999

Examiner's Initials

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1(Corp	oration Name) (D	Document #)			
2(Corp	oration Name) (L	600028773962 05/17/99-01111004 ******70.00 ******70.00			
3(Corp	oration Name) (L	ocument #)			
4	_	Document #)			
	Pick up time Will wait Photocopy				
NEW FILINGS	AMENDMENTS				
Profit	Amendment				
NonProfit	Resignation of R.A., Officer/ Dir	ector			
Limited Liability	Change of Registered Agent				
Domestication	Dissolution/Withdrawal	Dissolution/Withdrawal			
Other	Merger				
Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement				
	Trademark				

Other

CERTIFICATE OF INCORPORATION

OF

BRAZILIAN BOOKS, INC.

ARTICLE I: NAME

The name of this Corporation is: Brazilian Books, Inc.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to

ARTICLE III: CAPITAL STOCK

This Corporation is authorized to issue ONE HUNDRED (100) SHARES of common stock with a par value of ONE DOLLAR (\$1.00) for each share.

ARTICLE IV: INITIAL CAPITAL

the amount of capital with which this Corporation will begin doing business is ONE HUNDRED (\$100.00) dollars.

ARTICLE V: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: ADDRESS

The initial post office address of this Corporation in the State of Florida is:

1918 Harrison Street, #208 Hollywood, Florida 33020

ARTICLE VII: DIRECTORS

This Corporation shall not have less than one (1) Director initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office address of the first Board of Directors and officers of this Corporation are as follows:

Name Address Title Office

Joseph Soares 1918 Harrison St., #208 Director President Hollywood, FL 33020

ARTICLE IX: SUBSCRIBERS

The names and post office address of each subscriber to these Articles of Incorporation, the number of stock each agrees to take and the value of the consideration paid therefore are as follows:

Name	Address	Shares	Paid
Joseph Soares	1918 Harrison St., #208 Hollywood, FL 33020	100	\$100.00

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved by a majority of the Stockholders.

IN WITNESS WH	ERE OF we have	hereu	nto set our hands a	nd seals this _	07 day of
my	, 199 3 .				
•				_	-

Joseph Soares

Brazilian Books, Inc. Page 3

STATE OF FLORIDA COUNTY OF BROWARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Joseph Soares too me known to be the person described as subscriber herein and who executed the foregoing. Articles of Incorporation, and who acknowledge before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this Aday of MAV, 1998.

Kildar Faye Kelly Notary Public Hilda Faye Kelly My Commission CC780268 Expires Septembar 26, 2002

My Commission Expires:

CERTIFICATE 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:

That Brazilian Books, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Hollywood, Florida has named Joseph Soares located at 1918 Harrison St., #208, Hollywood, Florida 33020 to accept service of process within Florida.

Joseph Soares

PRESIDENT

Title

05/07/5.

Date

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 this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

JOSE XAVIER SOARES