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TRANSMITTAL LETTER

Department of state
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****78.75 ****78.75

SUBJECT: *GLOBAL BUSINESS TRAVEL & EVENTS, CORP.*
(Proposed Corporate Name - Must Include Suffix)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

- [ ] $70.00 Filing Fee
- [x] $78.75 Filing Fee Certificate
- [ ] $122.50 Filing Fee Certified Copy
- [ ] $131.25 Filing Fee Certified Copy Certificate

ADDITIONAL COPY REQUIRED

From:

MARIO AGOSTINO IMBROISI
Name (Printed or Typed)

5555 N Ocean Blvd. #23
Address

Fort Lauderdale, FL 33308
City – State – Zip

(954) 785-9585
Daytime Telephone Number

FILED
99 SEP 13 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10

T BROWN SEP 21 1999

ARTICLES OF INCORPORATION OF:
GLOBAL BUSINESS TRAVEL & EVENTS, CORP.

FILED
99 SEP 13 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a Natural Person competene to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME
The name of this corporation is ***GLOBAL BUSINESS TRAVEL & EVENTS, CORP.*** *(hereinafter, "Corporation")*

ARTICLE II – DURATION / TERM OF EXISTENCE
This corporation shall have perpetual existence commencing on the date of the filing of theses Articles which the Department of State.

ARTICLE III – NATURE / PURPOSE OF BUSINESS
This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK
IV.1 This corporation is authorized to issue 1,000 shares of $1.00 per value common stock that shall be designated to "Common Shares".
IV.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may redeem advisable in connection with such issuance.
IV.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter now or hereafter authorized, for such consideration as the Board of Director(s) may redeem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.
IV.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V LOCATION
The Street, Address, City and State in which the principal offices of the corporation are to be located are 5555 N Ocean Blvd. #23 – Fort Lauderdale – Florida, 33308. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI SUBSCRIBERS

The name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	SHARES
Mario Agostino Imbroisi **President / Treasurer**	**5555 N Ocean Blvd. 23** **Fort Lauderdale – FL – 33308**	**50%**
Geraldo Bonfim E Silva **Vice-President / Secretary**	**Av. Rio Branco, 2380, Juiz de Fora** **Minas Gerais – Brazil – CEP: 36000-000**	**50%**

ARTICLE VII 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 at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE VIII LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE IX POWER OF CORPORATION

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XII REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII INITIAL REGISTERED OFFICE / AGENT & INCORPORATOR

The street address of the initial registered office of this corporation is 5555 N Ocean Blvd. #23 – Fort Lauderdale – Florida, 33308, and the name of the initial registered agent of this corporation at that address is Mario Agostino Imbroisi.

ARTICLE XIV BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI INITIAL BOARD OF DIRECTORS OF INCORPORATION

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name and address or the initial Board of Directors of this corporation is:

NAME	ADDRESS
Mario Agostino Imbroisi **President / Treasurer**	**5555 N Ocean Blvd. 23** **Fort Lauderdale – FL – 33308**
Geraldo Bonfim E Silva **Vice-President / Secretary**	**Av. Rio Branco, 2380, Juiz de Fora** **Minas Gerais – Brazil – CEP: 36000-000**

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 3rd day of August, 1999

Signature
MARIO AGOSTINO IMBROISI
PRESIDENT / TREASURER

Signature
GERALDO BONFIM E SILVA
VICE-PRESIDENT / SECRETARY

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

FILED
99 SEP 13 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is *GLOBAL BUSINESS TRAVEL & EVENTS, CORP.*

2. The name and address of the registered agent and office is:

Mario Agostino Imbroisi
President / Treasurer

5555 N Ocean Blvd. #23
Address

Fort Lauderdale - FL - 33308
City – State – Zip

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

08/03/99
(Date)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314