

P99000085006

EFFECTIVE DATE  
10-1-99

September 29, 1999

Elizabeth A. Burt  
4951 North Tamiami Trail, # 101  
Naples, FL 34103

400002984724--5  
-09/23/99--01040--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Subject: Incorporation for Profit  
Section 607.0120

Attached are the Articles of Incorporation for "Brazilian Marketplace, Inc.," to be recorded by the State of Florida. Please return a copy of these articles to Elizabeth A. Burt, 4951 North Tamiami Trail, # 101, Naples, FL 34103. Attached is Check # 2151 for Seventy Dollars for the filing and registration fees.

Questions relative to the corporation may be directed to Elizabeth A. Burt, 830 Cassena Road, Naples, FL 34103 or mail to the address indicated.

Thank you,

  
Elizabeth A. Burt

Incls:

Articles of Incorporation  
Check # 2151

FILED  
99 SEP 23 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

4/19/27

EFFECTIVE DATE  
10-1-99

FILED  
99 SEP 23 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
BRAZILIAN MARKETPLACE, INC.

The undersigned for the purpose of forming a corporation for profit under the provisions of Chapter 607.0202, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of this corporation is: Brazilian Marketplace, Inc.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual, and shall be deemed to have commenced its existence on October 1, 1999.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

The Aggregate number of shares which the corporation has authority to issue is One Hundred (100) all of which shall be common shares with a par value of \$ 5.00. The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor of services actually performed for the corporation.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 4951 North Tamiami Trail, # 101, Naples, FL 34103 and the name of the initial registered agent is Elizabeth A. Burt, 830 Cassena Road, Naples, FL 34103.

#### ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with two directors (2); however, the maximum number of directors at any time shall not exceed ten (10) in number, and the beginning number of directors shall be two (2) in number, which number may be changed at any special or general meeting of the stockholders.

The name and address of the first board of directors is:

NAME	ADDRESS
Elizabeth A. Burt	830 Cassena Road, Naples, FL 34103
Suely C Schnorbach	740 Hidden Harbour Dr., Naples, FL 34109

ARTICLE VII - INCORPORATOR

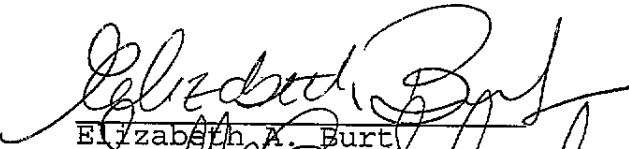
The name and address of the Incorporators is:

NAME	ADDRESS
Elizabeth A. Burt	830 Cassena Road, Naples, FL 34103
Suella C. Schnorbach	740 Hidden Harbour Dr., Naples, FL 34109

ARTICLE VIII - BYLAWS

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the stockholders of the corporation at either an annual or special meeting that may be called pursuant to the bylaws of the corporation. At any such meeting, for the purpose of making, altering, or rescinding by laws, there must be approval of such action by fifty-one (51%) percent of the stock holders of the corporation.

In witness whereof, I have executed the foregoing Articles of Incorporation on the 29th day of September, 1999.

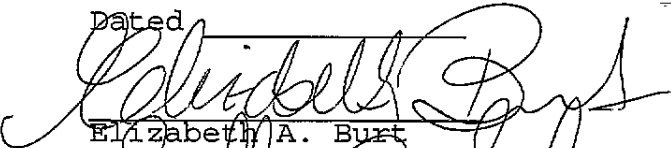
  
Elizabeth A. Burt

  
Suella C. Schnorbach

APPOINTMENT OF INITIAL REGISTERED AGENT

Brazilian Marketplace, Inc., a corporation organizing under the laws of the State of Florida, with its principal place of business at 4951 Tamiami Trail N. # 101, Naples, FL 34103, has named Elizabeth A. Burt, 830 Cassena Road, Naples, FL 34103, its initial registered agent to accept service of process within the State of Florida.

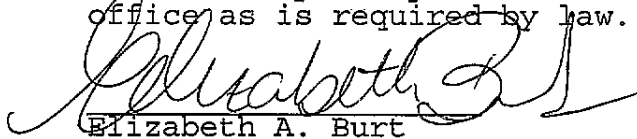
Dated

  
Elizabeth A. Burt

  
Suelly C. Schnorbach

ACCEPTANCE

I agree, as Initial Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as is required by law.

  
Elizabeth A. Burt  
Registered Agent

STATE OF FLORIDA  
COUNTY OF COLLIER

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Elizabeth A. Burt and Suelly C. Schnorbach to me known to be the persons described as Incorporators of and who executed the foregoing Articles of incorporation and acknowledged they executed the same for the purposes therein contained.

WITNESS MY HAND and Official Seal in the County and State last aforesaid the 29<sup>TH</sup> day of September, 1999.

