

SEP 24 2001

ARTICLES OF INCORPORATION
OF
BRAZIL-TEXAS CHAMBER OF COMMERCE

Corporations Section

I, the undersigned natural person of the age of eighteen years or more, resident of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is BRAZIL-TEXAS CHAMBER OF COMMERCE

ARTICLE TWO

The corporation is a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act. This corporation does not contemplate financial gain or profit to its members, directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Five hereof.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation will have members. The qualifications and rights of the members shall be governed in accordance with By-Laws as adopted from time to time by the Board of Directors of the corporation.

ARTICLE FIVE

The purposes for which the corporation is organized are as follows:

(1) The primary purpose is to promote the advancement of commercial trade and investment between Brazil and Texas by way of conferences, seminars, meetings, publications, and other educational and social activities and means of communication.

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These activities are intended to disseminate information related to trade and investment opportunities, managerial and technical expertise, and the economic and social growth of Brazil and Texas.

(2) The general purpose is to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Texas, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

(3) The corporation will not carry out propaganda or otherwise attempt to influence legislation; nor participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE SIX

The initial registered agent is corporation by the name of:

Brazilian Wholesalers, Inc.

The business address of the registered agent and the registered office address are as follows:

Att: Moses Ribeiro
10101 Harwin Dr., Suite 170
Houston, TX 77036-1611

ARTICLE SEVEN

Management of the affairs fo the corporation is to be vested in its board of directors. The number of Directors constituting the initial Board of Directors of the corporation is six, and the names and addresses of the persons who are to serve as the initial Directors until the first annual meeting or until their successors are elected and qualified are as follows:

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<u>Names</u>	<u>Addresses</u>
Mr. Rui Luis Abrantes	RLA Insurance Group 6209 Skyline, Suite 100 Houston, TX 77057
Mr. Rafael Carsalade	KeenerAllis & Company, LLP 1301 McKinney St, Ste 3600 Houston, TX 77010
Mr. Marco T. Livoti	Univ. of Houston Energy Institute 4400 Memorial Drive, #1166 Houston, TX 77007
Mr. Fernando T. de Mattos	Cap Gemini Ernst & Young 1221 McKinney St, Ste 2000 Houston, TX 77010
Mr. Luiz F. Da Rocha	Andersen LLP 711 Louisiana Street, Ste 1300 Houston, TX 77002-2786
Ms. Jussara Da Silva Smyth	ISN Communications 1213-C O'Neil Street Houston, Texas 77019-5518

ARTICLE EIGHT

The internal affairs of the corporation shall be governed in accordance with by-laws as adopted from time to time by the Board of Directors of the corporation.

ARTICLE NINE

The name and street address of the incorporator is as follows:

Mr. Rafael Carsalade	1301 McKinney St, Ste 3600 Houston, TX 77010
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The undersigned incorporator signs these articles of incorporation subject to the penalty imposed by article 9.03 A, Texas Non-Profit Corporation Act, for the submission of a false or fraudulent document.

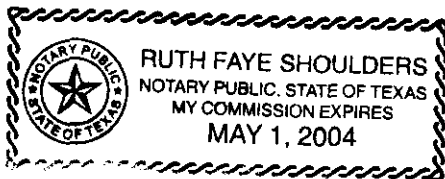
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set hands this 20TH day of September , 2001.

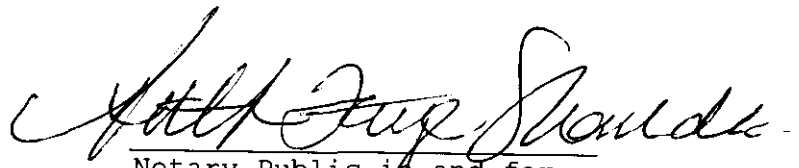

Rafael Carsalade

STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, Ruth Shoulders, a Notary Public, do hereby certify that on this 20th day of September, 2001, personally appeared before me Rafael Carsalade, who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.




Notary Public in and for
Harris County, Texas



05-102
(Rev. 2/02/20)

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b. ■

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a. T Code 13196 Franchise 16196 Bank

**TEXAS FRANCHISE TAX
PUBLIC INFORMATION REPORT**

MUST be filed with your Corporation Franchise Tax Report

Corporation name and address

BRAZIL-TEXAS CHAMBER OF COMMERCE
1117 UPLAND DRIVE
HOUSTON, TX 77043

LMOT449 9148
2H31 12 2002

Do not write in the space above

c. Taxpayer identification number 32003854125	d. Report year 2002
e. PIR / IND <input type="checkbox"/> 1, 2, 3, 4	
Secretary of State file number or, if none, Comptroller unchartered number g. ■	
Item k on Franchise Tax Report form, Page 1	0800014441

The following information MUST be provided for the Secretary of State (S.O.S.) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. The information will be available for public inspection.

SECTION A MUST BE COMPLETE AND ACCURATE.

If preprinted information is not correct, please type or print the correct information.

Please sign below!

Blacken this circle completely if there are currently no changes to the information preprinted in Sections A, B, and C of this report.

Corporation's principal office	1117 UPLAND DRIVE, HOUSTON, TX 77043
Principal place of business	1117 UPLAND DRIVE, HOUSTON, TX 77043

SECTION A. Name, title and mailing address of each officer and director Use additional sheets, if necessary.

NAME	TITLE	DIRECTOR	Social Security No. (Optional)	Expiration date(mm-dd-yyyy)
LUIZ DA ROCHA		<input checked="" type="checkbox"/> YES		
MAILING ADDRESS: 12822 CHAMBERLAIN ST, HOUSTON, TX 77077				
MARISA COSTA MORENO		<input checked="" type="checkbox"/> YES		
MAILING ADDRESS: 9999 RICHMOND AVE., SUITE 100, HOUSTON, TX 77042				
MOSES RIBEIRO		<input checked="" type="checkbox"/> YES		
MAILING ADDRESS: 10101 HARWIN DR, SUITE 170, HOUSTON, TX 77036				
RICARDO ROJAS		<input checked="" type="checkbox"/> YES		
MAILING ADDRESS: 7909 PARKWOOD CIRCLE DR., HOUSTON, TX 77036				
STEVE E. SCHNEIDER		<input checked="" type="checkbox"/> YES		
MAILING ADDRESS: 1117 UPLAND DRIVE, HOUSTON, TX 77043				

SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation Use additional sheets, if necessary.

Name of owned (subsidiary) corporation	State of incorporation	Texas S.O.S. file number	Percentage Interest

SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company Use additional sheets, if necessary.

Name of owning (parent) corporation	State of incorporation	Texas S.O.S. file number	Percentage Interest

Registered agent and registered office currently on file (Changes must be filed separately with the Secretary of State.)

Agent: **BRAZILIAN WHOLESALERS, INC.**
Office: **10101 HARWIN DR, SUITE 170
HOUSTON, TX 77036**

Blacken this circle if you need forms to change this information.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this corporation or limited liability company or a related corporation.

sign here	Officer, director, or other authorized person	Title	Date	Daytime phone (Area code and number)
		EXEC. DIRECTOR	Dec 16, 2002	713-827-7226



05-102 (Rev. 1-02/20)

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b. ■

a. T Code 13196 Franchise 16196 Bank

TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT MUST be filed with your Corporation Franchise Tax Report

Corporation name and address

BRAZIL-TEXAS CHAMBER OF COMMERCE 1117 UPLAND DRIVE HOUSTON, TX 77043

LMOT449 9148 2H31 12/20/02

Do not write in the space above

c. Taxpayer identification number 32003854125 d. Report year 2002

e. PIR / IND 1, 2, 3, 4 Secretary of State file number or, if none, Comptroller unchartered number g. Item k on Franchise Tax Report form, Page 1 0800014441

The following information MUST be provided for the Secretary of State (S.O.S.) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. The information will be available for public inspection.

SECTION A MUST BE COMPLETE AND ACCURATE.

If preprinted information is not correct, please type or print the correct information.

Please sign below!

Blacken this circle completely if there are currently no changes to the information preprinted in Sections A, B, and C of this report.

Corporation's principal office 1117 UPLAND DRIVE, HOUSTON, TX 77043 Principal place of business 1117 UPLAND DRIVE, HOUSTON, TX 77043

SECTION A. Name, title and mailing address of each officer and director Use additional sheets, if necessary.

Table with 6 rows of officer information including Name, Title, Director status, Mailing Address, and Expiration date.

SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation Use additional sheets, if necessary.

Table with 2 rows for owned subsidiary corporations with columns for Name, State of incorporation, Texas S.O.S. file number, and Percentage Interest.

SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company Use additional sheets, if necessary.

Table with 1 row for owning parent corporation with columns for Name, State of incorporation, Texas S.O.S. file number, and Percentage Interest.

Registered agent and registered office currently on file (Changes must be filed separately with the Secretary of State.)

Agent: BRAZILIAN WHOLESALERS, INC. Office: 10101 HARWIN DR, SUITE 170 HOUSTON, TX 77036

Blacken this circle if you need forms to change this information.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this corporation or limited liability company or a related corporation.

Signature line with fields for Officer, director, or other authorized person, Title (EXEC. DIRECTOR), Date (Dec 16, 2002), and Daytime phone (713-827-7226).