SEP 2 4 2001

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.

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:

Addresses

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

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 20^{TH} day of September , 2001.

Marael Carsalade

STATE OF TEXAS

COUNTY OF HARRIS

I, MAN SKAWAS, a Notary Public, do hereby certify that on this 2041, 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.

RUTH FAYE SHOULDERS
NOTARY PUBLIC, STATE OF TEXAS
MY COMMISSION EXPIRES
MAY 1, 2004

Notary Public in and for Harris County, Texas

| | | | | 00021130213 | | |
|---|---|---------------------------------|---|---|--|--|
| 05-102 | 3333 | b. ■ | | | | |
| (Rev.20120) | | | _ | | | |
| a. T Code ■=13196 Franchise □=16196 Bank | | | | the space above | | |
| TEXAS FRANCHISE TAX | | c. Taxı | payer identification number | d. Report year | | |
| PUBLIC INFORMATION REPORT MUST be filed with your Corporation Franchise Tax Report | | - | 32003854125 | 2002 | | |
| Corporation name and addr | ess | | | | | |
| BRAZIL-TEXAS CHAMBER OF COMMERCE | | | e. PIR / IND ■ L | 1, 2, 3, 4 | | |
| 1117 UPLAND DRIVE HOUSTON, TX 77043 | MOT449 9 | 9148 | Secretary of Comptro | State file number or, if none, ller unchartered number | | |
| 1100510N, 1X //045 — | H31\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\ | XTYO | | g. ■ | | |
| | /0/,0 | $\mathcal{L} \cup \mathcal{L} $ | Item k on Franchise Tax Report form, Pag | 0800014441 | | |
| The following information MUST be provided for the Secretary of S | State (S.O.S.) by eac | th corporation or l | imited liebilie | | | |
| company that files a Texas Corporation Franchise Tax Report. Ti | ne information will be | available for pub | lic inspection. | | | |
| "SECTION A" MUST BE COMPLETE AND ACCURATE. If preprinted information is not correct, please type or print the | correct information | Please si | gn below! | | | |
| Blacken this circle completely if there are currently no cha | | | | | | |
| | iiges to the informa | ition preprinted in | i Sections A, B, and C of th | nis report. | | |
| Corporation's principal office | AND DDIVE II | OUCTON TH | | | | |
| Principal place of business | AND DRIVE, H | JUSTON, IX | 77043 | | | |
| 1 | AND DRIVE, HO | DUSTON TV | 77042 | | | |
| SECTION A. Name, title and mailing address of each officer a | nd directorUse add | itional sheets if n | Pressary | | | |
| MAINE | | TITLE | DIRECTOR | ocial Security No. (Option) | | |
| LUIZ DA ROCHA | | _ | X YES | | | |
| MAILING ADDRESS | | | <u></u> | Expiration date(mm-dd-yyyy) | | |
| 12822 CHAMBERLAIN | ST, HOUSTON | | | | | |
| MARISA COSTA MORENO | | HILE | | ocial Security No. (Option) | | |
| MAICING ADDRESS | _ | | YES YES | The privation data (man de la contraction de la | | |
| 9999 RICHMOND AVE., SU | ITE 100. HOUS | FON. TX 7704 | 2 | Expiration date(mm-dd-yyyy) | | |
| NAME | | IIILE | | ocial Security No. (Optional | | |
| MOSES RIBEIRO | _ | | X YES | | | |
| MAILING ADDRESS | | · · · | // | Expiration date(mm-dd-yyyy) | | |
| NAME 10101 HARWIN DR, SUIT | E 170, HOUSTO | | | <u> </u> | | |
| RICARDO ROJAS | | TITLE | | ocial Security No. (Option) | | |
| MAILING ADDRESS | | | YES | Expiration date(mm-dd-yyyy) | | |
| 7909 PARKWOOD CIRCL | E DR., HOUST | ON, TX 77036 | | Spiration date(min-ba-yyyy) | | |
| NAME | | TITLE | DIRECTOR S | ocial Security No. (Option) | | |
| STEVE E. SCHNEIDER | | | ≭ YES | | | |
| MAILING ADDRESS | | | | Expiration date(mm-dd-yyyy) | | |
| 1117 UPLAND DRIVE | | | | | | |
| SECTION B. List each corporation or limited liability company, percent (10%) or more. Enter the information rec | if any, in which this | reporting corpor | ation or limited liability con | npany owns an interest of ten | | |
| Name of owned (subsidiary) corporation | | ate of incorporation | | | | |
| , , | | are of mediporation | TOORS S.O.S, THE HUIT | Dei Fercentage interest | | |
| Name of owned (subsidiary) corporation | | ate of incorporation | Texas S.O.S.file num | ber Percentage Interest | | |
| SECTION C. List each corporation or limited liability company, | if any that owns a | intornat of ton a | (100/) | | | |
| liability company. Enter the information requeste | d for each corporat | ion or limited liab | ercent (10%) or more in th ility companyUse additional | is reporting corporation or limite I sheets, if necessary. | | |
| Name of owning (parent) corporation | | ate of incorporation | Texas S.O.S. file num | | | |
| | | | | | | |
| Registered agent and registered office currently on file(Changes must be | filed separately with t | he Secretary of Sta | te.) | | | |
| Agent: BRAZILIAN WHOLESALERS, INC. | | | | | | |
| Office: 10101 HARWIN DR, SUITE 170 | | | → Blacken this of the properties of the pro | circle if you need forms | | |
| HOUSTON, TX 77036 | _ | | to change this | s information. | | |
| I declare that the information in this document and any attachments is true | e and correct to the b | est of my knowledg | e and belief and that a copy of | this report has been mailed to each | | |
| Officer -director of other subscient and who is not | Title | his corporation or li Date | imited ilability company or a re | elated corporation. me phone (Area code and number) | | |
| sign here | EXEC. DIREC | | 200Z | 713-827-7226 | | |
| , , , , | | 1 / ~ | | (10-06/-/660 | | |

| | 1 | | | | v | 0021100210 | |
|--|--|---|----------------------------------|------------------------------|--|------------------------|--------------------|
| 05-102 | 33 b.i | • | | | | | |
| (Ro 70270) | <u></u> | | | | | | |
| a. T Code a = 13196 Franchise | | Co not write in c. Taxpayer identification number | | | | | |
| TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT | | L. Taxpaye | | | r I | d. Report year | |
| MUST be filed with your Corporation Franchise Tax Report | | - | 32003 | 854125 | | 2002 | |
| Corporation name and address | | | | R/IND = | П 1 2 | . 3. 4 | |
| BRAZIL-TEXAS CHAMBER OF COMMERCE 1117 UPLAND DRIVE | | | e. Fir | | | le number or, if none, | - |
| HOUSTON, TX 77043 | 0145 | 3 | | Com | ptroller unc | hartered number | |
| LMOT4 | 49 95-7 | \sim | ltom i | k on Franch | g.i | | • |
| | 1200 | O_{\nearrow} | | Report form, | | 0800014441 | |
| The following information MUST be provided for the Secretary of State (S.O.S company that files a Texas Corporation Franchise Tax Report. The information | S.) by each cornor | ation or limit | ed liability inspection. | | | | |
| "SECTION A" MUST BE COMPLETE AND ACCURATE. If preprinted information is not correct, please type or print the correct info | ormation. Plea | ase sign | n beloi | w! | | | |
| Blacken this circle completely if there are currently no changes to the | 1 | | | - | of this ren | ort | |
| Corporation's principal dice | | —————————————————————————————————————— | | - C, and C | —————————————————————————————————————— | —————— | |
| 1117 UPLAND DRI | IVE, HOUSTO | ON, TX 77 | 043 | | <u>_</u> | · | |
| Principal place of business 1117 UPLAND DRI | IVE, HOUSTO | N, TX 770 | 043 | | | | |
| SECTION A. Name, title and mailing address of each officer and director | | | | <u>-</u> | | | |
| NAME | | TITLE | Ĺ | DIRECTOR | | ecurity No. (Option | 141 |
| RENATO TADEU BERTANI | | PRESID | ENT | X YES | | _ | |
| 10777 WESTHEIMER RD, SUITE 1200 | 0 UOUSTON | TV 77043 | 1 | | l E | xpiration date(mm-d | d yyyy) |
| NAME 10777 WESTHEIMER RD, SUITE 1200 | | T.X //U42 TITLE | | DIRECTOR | I Social S | ecurity No. (Option | 31 |
| JUSSARA DA SILVA SMYTH | <u> </u> | SECRET | _ | YES | 300.181.5 | recurry no. (option | " " |
| MAILING ADDRESS | | | | 123 | E | xpiration date(mm-d | a-yyyy) |
| O' NEIL STREET, SUITE C, HOUST | TON, TX, 7701 | 19-5518 | | | | | |
| NAME | <u> </u> | IIILE | <u> </u> | DIRECTOR | Social S | ecurity No. (Option |) I |
| RUI LUIS ABRANTES | | TREASU | RER | X YES | | | |
| 3100 S. GESSNER, SUITE 225, HO | NICTON TV | 77062 | | | 6 | cpiration date(mm-d | d-yyyyi |
| NAME | | MLE | Г | DIRECTOR | I Social S | ecurity No. (Option | <u></u> |
| A. RICARDO D. PEDUZZI | <u> </u> | EXEC. DI | | X YES | | | |
| MAILING ADDRESS | · · · · · · · · · · · · · · · · · · · | | | 123 | , Б | piration date(mm-de | a-yyyyi |
| 3615 BRAEWIN CT, HOUST | ON, TX 77068 | <u></u> _ | | | | | |
| NAME | | IIILE | _ | | Social S | ecurity No. (Option |) |
| CID SILVEIRA | | | | X YES | 15. | | |
| 10700 RICHMOND AVE., SUITE 100, | HOUSTON 1 | CV 77042 | | | | cpiration date(mm-de | ומממבי |
| | | | | 1.12 1.204 | | | |
| SECTION B. List each corporation or limited liability company, if any, in w percent (10%) or more. Enter the information requested for | vnich inis reportir r each corporatio | ng corporation In <i>Use additio</i> | on or iimit <i>onal sheet</i> | ea liability s, if necess | company s <i>ary</i> . | owns an interest o |) ten |
| Name of owned (subsidiary) corporation | State of inc | of incorporation Te | | exas S.O.S.file number | | Percentage Inte | rest |
| Name of owned (subsidiary) corporation | State of inc | orporation Texas S.O.S.file nur | | | number | Percentage Inte | rest |
| SECTION C. List each corporation or limited liability company, if any, that liability company. Enter the information requested for each | t owns an interes | it of ten pero | cent (10% |) or more | in this rep | orting corporation | or limite |
| Name of owning (parent) corporation | State of inc | | | s S.O.S.file | | Percentage Inter | rest |
| | | | | | | | |
| Registered agent and registered office currently on file(Changes must be filed separa | ately with the Secre | tary of State., |) | | | | 一 |
| Agent BRAZILIAN WHOLESALERS, INC. | | | | | | | |
| Office: 10101 HARWIN DR, SUITE 170 | | | \circ | Blacken ti | his circle i | f you need forms | |
| HOUSTON, TX 77036 | | | | to change | | | |
| I declare that the information in this document and any attachments is true and corre person named in this report who is an officer or director and who is not currently employed. | ect to the best of my ployed by this corp | knowledge a | nd belief a | nd that a co | py of this re | eport has been mailed | l to each |
| sign Officer, director, or other authorized person Title | | Date | | | | one (Area code and no | umber) |
| here EXEC. | . DIRECTOR | 1.20 | 216, | 2007 | ر ر | 13-827-7226 | |
| | | | | <u> </u> | | | |