

**CAPITAL CONNECTION INC.**

417 E. Virginia Street, Suite 101 Tallahassee, Florida 32301  
(850) 224-8870 Fax (850) 224-1112

**F02000002237**

Churrascaria Poreas, Ltda

100005178671--2  
-04/01/02--01027--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

(2)

BK

Signature

Requested by: SR  
Name SR Date 3/29/02 Time 12:41

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File
- \_\_\_\_\_ LTD Partnership File
- Foreign Corp. File
- \_\_\_\_\_ L.C. File
- \_\_\_\_\_ Fictitious Name File
- \_\_\_\_\_ Trade/Service Mark
- \_\_\_\_\_ Merger File
- \_\_\_\_\_ Art. of Amend. File
- \_\_\_\_\_ RA Resignation
- \_\_\_\_\_ Dissolution / Withdrawal
- \_\_\_\_\_ Annual Report / Reinstatement
- Cert. Copy
- \_\_\_\_\_ Photo Copy
- Certificate of Good Standing
- \_\_\_\_\_ Certificate of Status
- \_\_\_\_\_ Certificate of Fictitious Name
- \_\_\_\_\_ Corp Record Search
- \_\_\_\_\_ Officer Search
- \_\_\_\_\_ Fictitious Search
- \_\_\_\_\_ Fictitious Owner Search
- \_\_\_\_\_ Vehicle Search
- \_\_\_\_\_ Driving Record
- \_\_\_\_\_ UCC 1 or 3 File
- \_\_\_\_\_ UCC 11 Search
- \_\_\_\_\_ UCC 11 Retrieval
- \_\_\_\_\_ Courier

RECEIVED  
02 APR -1 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR -1 PM 4:40  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 1, 2002

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: CHURRASCARIA PORCAO LTDA  
Ref. Number: W02000009059

We have received your document for CHURRASCARIA PORCAO LTDA and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$87.50 payment. In addition to the documents and the translation which you have kindly provided, you must also complete a FOREIGN CORPORATION QUALIFICATION application. This 2-page form is attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 102A00019147

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE  
RECEIVED  
02 MAY - 6 PM 3:22  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. CHURRASCARIA PORCAO LTDA:  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. INCORPORATED IN BRAZIL 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 1/09/79 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7345 Sand Lake Rd., suite 202, Orlando, FL, 32819  
(Principal office address)  
Same as above  
(Current mailing address)

8. Explore the restaurant business and franchising  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

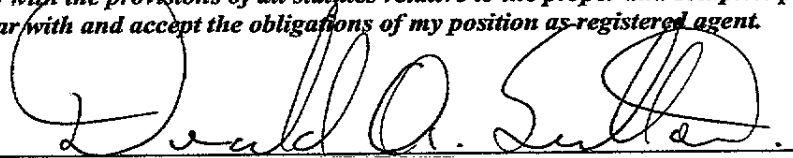
Name: Donald A. Sutton

Office Address: 7345 Sand Lake Rd. suite 202

Orlando, Florida 32819  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: Neodi L. Mocellin

7345 Sand Lake Rd., suite 202, Orlando, Fl 32819

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: Valdir. J. Mocellin

7345 Sand Lake Rd., suite 202, Orlando Fl 32819

Address: \_\_\_\_\_  
\_\_\_\_\_

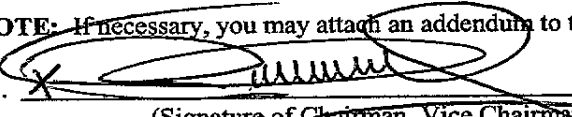
Secretary: Darci R. Mocellin

Address: 7345 Sand Lake Rd., suite 202, Orlando, Fl 32819

Treasurer: Aldomir Mocellin

Address: 7345 Sand Lake Rd. suite 202, Orlando, Fl 32819

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. NEODI L. MOCELLIN - PRESIDENT

(Typed or printed name and capacity of person signing application)

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Acceptance of Registered Agent and incorporator

Having been named Incorporator and as registered agent to accept service of process for Churrascaria Porcão Ltda a Brazilian Corporation being registered in Florida at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
Signature of registered agent

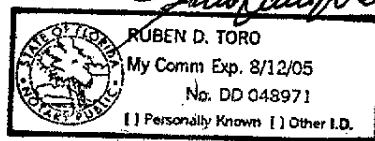
3/28/02  
date

  
Signature of Incorporator

3/28/02  
date

Notary Public

Sworn to and subscribed before me  
this 28<sup>th</sup> day of MARCH, 2002.....



Personally known  or produced identification  
Type of Identification Produced .....

**DONALD A. SUTTON**  
**TRANSLATOR AND NOTARY PUBLIC**  
7345 Sand Lake #202  
Orlando, FL 32819  
Telephone (407) 363-7818

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TALLAHASSEE, FLORIDA

I the undersigned member of the American Translators Association # 213083 and Notary Public registered with the State of Florida ID# 542025 attest that a document drawn up in Portuguese or Spanish, has been presented to me in order to be translated into English, which by virtue of my office I have done as follows.

Document: Amendment of the Articles of Incorporation for " **CHURRASCARIA PORCAO LTDA.**

1) **VALDIR JOSE MOCELLIN**, Brazilian, divorced, businessman, natural of Rio Grande do Sul/Brazil, residing at Rua Conquista #404 - Ilha do Governador/RJ, bearer of ID Card #3.434.952-2 issued by Instituto Felix Pacheco-RJ and CPF/MF #297.683.817-87; 2) **NEODI LUIS MOCELLIN**, Brazilian, married, businessman, natural of Rio Grande do Sul/Brazil, residing at Av. Sernambetiba, #5000 - apt. 903, Barra da Tijuca/RJ, bearer of ID Card #4.501.087 issued by Instituto Pereira Faustino-RJ and CPF/MF #368.299.867-53; 3) **ALDOMIR MOCELLIN**, Brazilian, single, businessman, natural of Rio Grande do Sul/Brazil, residing at Rua Espumas, #195, Ilha do Governador/RJ, bearer of ID Card #3.911.735-3 issued by Instituto Felix Pacheco and CPF/MF #374.130.747-53; 4) **DARCI ROQUE MOCELLIN**, Brazilian, single, businessman, natural of Rio Grande do Sul/Brazil, residing at Av. N.S. de Copacabana, #1144, Rio de Janeiro/RJ, bearer of ID Card #04.215.000-3 issued by Instituto Felix Pacheco-RJ and CPF/MF #461.072.587-87; and 5) **NEDIO JOSE MOCELLIN**, Brazilian, single, businessman, natural of Rio Grande do Sul/Brazil, residing at Av. Quintino Bocaiuva, #151 - Sao Francisco, Niteroi/RJ, bearer of ID Card #06.156.924-0 issued by Instituto Felix Pacheco-RJ and CPF/MF #736.530.397-20, hereby resolve by mutual agreement to amend the Articles of Incorporation for "Churrascaria Porcao Ltda", located at Praia Belo Jardim, #285 - Ilha do Governador/RJ, with Federal Tax Number 30.046.734/0001-72, and registered at the Division of Corporation of the Rio de Janeiro under the #39.387 on 01/09/79, with previous amendments on 09/27/99 under the #01.020.400, as follows:

**First Clause - Activity**

The corporation will provide:

- a- Services of Barbecue, Restaurant, Bar and Buffet;
- b- Distribution and meats, meat products and other food supplies;
- c- Representation of food products;
- d- Business intermediate with convenience stores, commercializing food products;
- e- Laundry services;
- f- Marketing of the name and trademark "Porcao" with the purpose to commercialize products sealed by the mentioned corporation;
- g- Distribution of souvenirs with or without the name Porcao and its trademark;

- h- Importation, Exportation and liaison of products and business that are related to the company's social activities;
- i- Elaboration and commercialization of Franchising Contracts with third parties, with the goal to market the name Porcao and its Trademark;
- j- Tabacco Shop, Cigar Shop and accessories for smokers;
- k- Live music, big screen video bar, entertainment for its clients.

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 TALLAHASSEE, FLORIDA  
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**Second Clause - Capital Stock**

The capital Stock is in the amount of R\$ 55.000,00 (fifty five thousand Reais), completely subscribed in and paid for, in this act, in the current currency of the country. The 55.000 (fifty five thousand) shares, in the amount of R\$ 1,00 (one real) each will be distributed among the shareholders as follows:

Shareholder			
Valdir Jose Mocellin	30%	16.500 shares	R\$16.500,00
Neodi Luis Mocellin	25%	13.750 shares	R\$13.750,00
Aldomir Mocellin	20%	11.000 shares	R\$11.000,00
Darci Roque Mocellin	20%	11.000 shares	R\$11.000,00
Nedio Jose Mocellin	05%	2.750 shares	R\$ 2.750,00
<b>Totals:</b>	<b>100%</b>	<b>55.000 shares</b>	<b>RS55.000,00</b>

The responsibility of the shareholders is limited to the entirety of the Capital Stock.

**Third Clause – Management**

The corporation will be managed by all shareholders, together or separate, who may not engage in any kind of activity that is not related to its social interest.

**Fourth Clause - Salary**

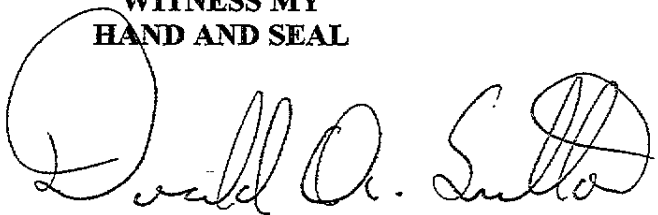
The managing shareholders will have the right to a monthly payroll withdrawal in accordance with the governing Income Tax legislation.

**Fifth Clause:** The clauses and conditions not altered by this amendment will remain in effect.

And, because all are in perfect agreement, this document was edited in Microsoft Word and signed in 3 equal copies in the presence of witnesses. One copy will be filled with JUCERJA – the Division of Corporations of Rio de Janeiro.

Dated and signed in Rio de Janeiro, on June 23, 2000 by the shareholders and witnesses, with signatures not legible.

**WITNESS MY  
 HAND AND SEAL**



SECRETARIA DE REGISTRO  
TALLAHASSEE, FLORIDA  
102 APR 20 11 40  
FILED

**INSTRUMENTO PARTICULAR DE ALTERAÇÃO DO  
DO CONTRATO SOCIAL DA SOCIEDADE DENOMINADA  
" CHURRASCARIA PORÇÃO LTDA "**  
NA FORMA ABAIXO:

Pelo presente instrumento particular de Alteração de Contrato Social, como Outorgantes e reciprocamente Outorgados: 1º) VALDIR JOSÉ MOCELLIN, brasileiro, divorciado, empresário, natural do Estado do Rio Grande do Sul, residente e domiciliado à Rua Conquista Nº 404 - Ilha do Governador-RJ., portador da Carteira de Identidade Nº 3.434.952-2 Expedida pelo Instituto Felix Pacheco-RJ., e CPF/MF sob o Nº 297.683.817-87; 2º) NEODI LUIS MOCELLIN, brasileiro, casado, empresário, natural do Estado do Rio Grande do Sul, residente e domiciliado à Av. Sernambetida, Nº 5000- aptº 903 - Barra da Tijuca-RJ., portador da Carteira de Identidade Nº 4.501.087 Expedida pelo Instituto Pereira Faustino-RJ., e CPF/MF sob o Nº 368.299.867-53; 3º) ALDOMIR MOCELLIN, brasileiro, casado, empresário, natural do Estado do Rio Grande do Sul, residente e domiciliado a Rua Espumas, Nº 195 -Ilha do Governador-RJ., portador da Carteira de Identidade Nº 3.911.735-3 expedida pelo Instituto Felix Pacheco-RJ., e CPF/MF sob o Nº 374.130.747-53; 4º) DARCI ROQUE MOCELLIN, brasileiro, solteiro, empresário, natural do Estado do Rio Grande do Sul, residente e domiciliado a Av. N.S. de Copacabana Nº 1144 - Copacabana-RJ., portador da Carteira de Identidade Nº 04.215.000-3, Expedida pelo Instituto Felix Pacheco-RJ., e CPF/MF sob o Nº 461.072.587-87 e 5º) NEDIO JOSÉ MOCELLIN, brasileiro, solteiro, empresário, natural do Estado do Rio Grande do Sul, residente e domiciliado a Av. Quintino Bocaiuva Nº 151 - São Francisco-Niteroi-RJ., portador da Carteira de Identidade Nº 06.156.924-0, Expedida pelo Instituto Felix Pacheco-RJ., e CPF/MF sob o Nº 736.530.397-20. Únicos Sócios Quotistas desta Sociedade Mercantil por quotas de Responsabilidade Limitada " CHURRASCARIA PORÇÃO LTDA " com sede à Praia Belo Jardim, 285-Ilha do Governador nesta cidade do Rio de Janeiro-RJ., inscrita no CNPJ/MF sob o Nº 30.046.734/0001-72, com o seu Contrato Social primordial arquivado na Junta Comercial do Estado do Rio de Janeiro (JUCERJA) sob o Nº 39.387 por despacho de 09/01/79 e posteriores alterações, sendo a última arquivada em 27/09/99 sob o Nº 01.020.400, no mesmo órgão, resolvem de comum acordo e na melhor forma de direito Alterar o "Contrato Social " mediante às Cláusulas e condições seguintes:

**CLÁUSULA PRIMEIRA:**

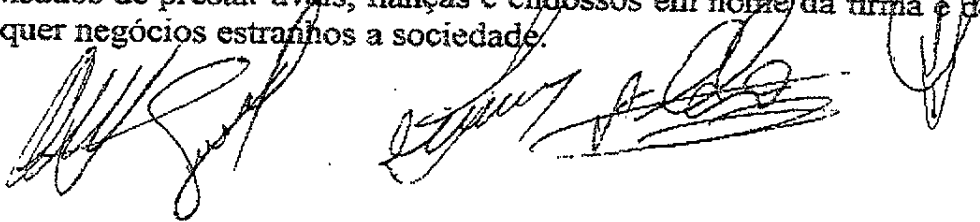
**DO RAMO DE ATIVIDADE**

A Sociedade terá como objeto o Ramo de



responsáveis de prestar avais, fianças e engessos em nome da firma e de  
realizar quaisquer negócios estranhos a sociedade.

TTO LIVRO DE FIGUEIREDO  
048-11 36.861 - CIC 375983577-88

Handwritten signatures in black ink, appearing to be the names of the individuals responsible for the document.

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1) ALDO... portador da Carteira de Identidade Nº 4.501.087 Expedida pelo Instituto Pereira Faustino-RJ., e CPF/MF sob o Nº 368.299.867-53; 3º) **ALDOMIR MOCELLIN**, brasileiro, casado, empresário, natural do Estado do Rio Grande do Sul, residente e domiciliado a Rua Espumas, Nº 195 -Ilha do Governador-RJ., portador da Carteira de Identidade Nº 3.911.735-3 expedida pelo Instituto Felix Pacheco-RJ., e CPF/MF sob o Nº 374.130.747-53; 4º) **DARCI ROQUE MOCELLIN**, brasileiro, solteiro, empresário, natural do Estado do Rio Grande do Sul, residente e domiciliado a Av.N.S.de Copacabana Nº 1144 - Copacabana-RJ., portador da Carteira de Identidade Nº 04.215.000-3, Expedida pelo Instituto Felix Pacheco-RJ., e CPF/MF sob o Nº 461.072.587-87 e 5º) **NEDIO JOSÉ MOCELLIN**, brasileiro, solteiro, empresário, natural do Estado do Rio Grande do Sul, residente e domiciliado a Av. Quintino Bocaiuva Nº 151 - São Francisco-Niteroi-RJ., portador da Carteira de Identidade Nº 06.156.924-0, Expedida pelo Instituto Felix Pacheco-RJ., e CPF/MF sob o Nº 736.530.397-20. Únicos Sócios Quotistas desta Sociedade Mercantil por quotas de Responsabilidade Limitada " **CHURRASCARIA PORÇÃO LTDA** " com sede à Praia Belo Jardim, 285-Ilha do Governador nesta cidade do Rio de Janeiro-RJ., inscrita no CNPJ/MF sob o Nº 30.046.734/0001-72, com o seu Contrato Social primordial arquivado na Junta Comercial do Estado do Rio de Janeiro (JUCERJA) sob o Nº 39.387 por despacho de 09/01/79 e posteriores alterações, sendo a última arquivada em 27/09/99 sob o Nº 01.020.400, no mesmo órgão, resolvem de comum acordo e na melhor forma de direito Alterar o "Contrato Social" mediante às Cláusulas e condições seguintes:

**CLÁUSULA PRIMEIRA:**

**DO RAMO DE ATIVIDADE**

A Sociedade terá como objeto o Ramo de:

- a)- Serviços de Churrascaria, restaurante, Bar e Buffet;
- b)- Comercialização de Carnes e seus derivados e produtos alimentícios;
- c)- Representação de produtos e artigos alimentícios;

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TALLAHASSEE FLORIDA  
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- d)-Intermediação de negócios através de lojas de conveniência, comercializando artigos e produtos destinados a alimentação;
- e)-Serviços de Lavanderia em decorrência de suas atividades;
- f)-Divulgação da Marca "PORÇÃO " e LOGOTIPO, em conjunto ou separadamente a fim da comercialização de artigos e produtos chancelados pela mencionada marca;
- g)-Comercialização de Souvenir"s chancelados, rotulados ou não com a marca " PORÇÃO e LOGOTIPO ";
- h)-Importação, Exportação e intermediação de negócios que estejam intrinsecamente ligados aos seus objetivos sociais;
- i)-Elaboração de Contratos de " Franchising " com terceiros, objetivando a divulgação da marca "PORÇÃO e LOGOTIPO ", em conjunto ou separadamente, através de remuneração previamente estabelecida, criando a fim, a Franquia Empresarial;
- j)-Tabacaria, Charutaria e objetos de fumantes;
- k)-Música ao vivo e ambiente, Telão Video Bar, entretenimento a fim de atender sua clientela.

## CLÁUSULA SEGUNDA: DO CAPITAL SOCIAL

O Capital Social é de R\$ 55.000,00(cinquenta e cinco mil reais), totalmente integralizado pelos Sócios, em moeda corrente do País, dividido em 55.000(cinquenta e cinco mil), cotas de Capital no valor nominal de R\$ 1,00(um real), cada uma, distribuídas entre os Sócios da seguinte maneira:

NOMES	%	COTAS INTEGRALIZADAS	TOTAIS EM R\$
a)- VALDIR JOSE MOCELLIN	30	16.500	16.500,00
b)- NEODI LUIS MOCELLIN	25	13.750	13.750,00
c)- ALDOMIR MOCELLIN	20	11.000	11.000,00
d)- DARCI ROQUE MOCELLIN	20	11.000	11.000,00
e)- NEDIO JOSE MOCELLIN	05	2.750	2.750,00
TOTAIS	100	55.000	55.000,00

A responsabilidade dos Sócios é limitada a importância do Capital Social.

## CLÁUSULA TERCEIRA:

A "gerência" bem como o uso da firma serão comum a todos os Sócios, que exercerão em conjunto ou separadamente,

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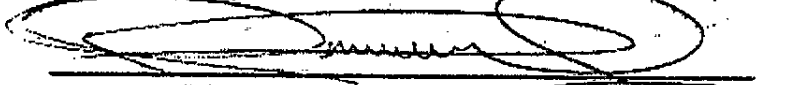
**CLÁUSULA QUARTA:** Os Sócios perceberão, mensalmente, uma remuneração a título de "Pro-labore", que não poderá exceder ao limite fixado pela legislação do Imposto de Renda, podendo ser alterada de comum acordo entre os sócios.

**CLÁUSULA QUINTA:** Continuam em vigor as demais cláusulas do Contrato Primitivo, desde que não colidam com as expressas neste instrumento de Alteração Contratual.

18. E assim, por estarem justos e contratados de pleno e comum acordo fizeram editar em "Microsoft Word" o presente instrumento de Alteração e Consolidação do Contrato Social em 3(três) vias de igual teor e forma, o qual será assinado por todos, na presença de 2(duas) testemunhas que a tudo assistiram, destinando-se a arquivamento na Junta Comercial do Estado do Rio de Janeiro(JUCERJA), para que se produza os efeitos legais e Jurídicos.

Rio de Janeiro, 23 de junho de 2000

  
\_\_\_\_\_  
VALDIR JOSÉ MOCELLIN

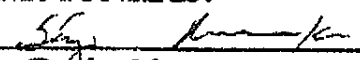
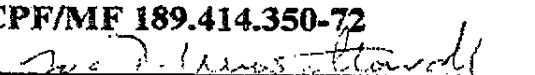
  
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NEODILUIS MOCELLIN

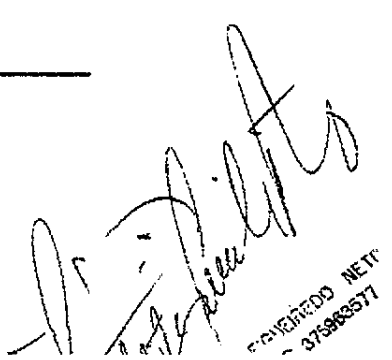
  
\_\_\_\_\_  
ALBOMIR MOCELLIN

  
\_\_\_\_\_  
DARCI ROQUE MOCELLIN

  
\_\_\_\_\_  
NEDIO JOSÉ MOCELLIN

**TESTEMUNHAS:**

  
\_\_\_\_\_  
Sergio Rosinski  
CPF/MF 189.414.350-72  
  
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TESTEMUNHA NETT  
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