

F07000004397

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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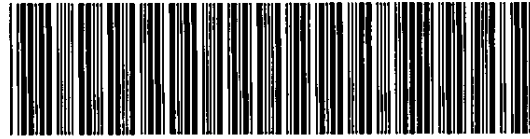
(Business Entity Name)

(Document Number)

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

13 DEC 19 PM 2:14

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XCC  
12/31/13

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ITAU EUROPA SECURITIES INC.  
Name of Corporation

**DOCUMENT NUMBER:** F07000004397

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Claudio Arruda**

Name of Contact Person

**Itau Europa Securities Inc.**

Firm/Company

**200 S. Biscayne Blvd. Ste. 2200**

Address

**Miami, FL 33131**

City/State and Zip Code

**claudio.arruda@itauinternational.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Claudio Arruda**

Name of Contact Person

at ( **305** ) **416-7818**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F07000004397  
(Document number of corporation (if known))

1. ITAU EUROPA SECURITIES INC.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 08/30/2007  
(Incorporated under laws of) (Date authorized to do business in Florida)

SECRETARY OF STATE  
FILED  
13 DEC 19 PM 2:18

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/20/2013
5. ITAÚ INTERNATIONAL SECURITIES INC.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)  
Edward Clapp  
(Typed or printed name of person signing)

CCO  
(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ITAU EUROPA SECURITIES INC.", CHANGING ITS NAME FROM "ITAU EUROPA SECURITIES INC." TO "ITAU INTERNATIONAL SECURITIES INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2013, AT 1:29 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4312822 8100

131330313

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0913222

DATE: 11-20-13

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**ITAÚ EUROPA SECURITIES INC.**

Itaú Europa Securities Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation was originally incorporated under the name Itaú Europa Securities Inc. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on March 8, 2007.
2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "General Corporation Law"), this Restated Certificate of Incorporation of the Corporation restates and integrates and further amends the provisions of the Corporation's original Certificate of Incorporation.
3. The text of the Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated to read as herein set forth in full:

**ARTICLE I**

**Name**

The name of the corporation is Itaú International Securities Inc.

**ARTICLE II**

**Registered Office and Registered Agent**

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware, 19808. The name of the registered agent of the Corporation at such address is Corporation Service Company.

**ARTICLE III**

**Corporate Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

**ARTICLE IV**

**Capital Stock**

The total number of shares of stock that the Corporation shall have authority to issue is 100,000 shares of common stock par value \$0.01 per share.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:29 PM 11/20/2013  
FILED 01:29 PM 11/20/2013  
SRV 131330313 - 4312822 FILE

## ARTICLE V

### Directors

- (1) The number of directors shall be as provided in the Bylaws of the Corporation.
- (2) Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the Bylaws of the Corporation.

## ARTICLE VI

### Bylaws

The directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws.

## ARTICLE VII

### Personal Liability of Director or Officers; Indemnification

- (1) A director or any officer of the Corporation shall not be personally liable to the corporation or its stockholders for the breach of any duty owed to the Corporation or its stockholders except to the extent that an exemption from personal liability is not permitted by the General Corporation Law.
- (2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually incurred by the person in connection with such action, suit or proceeding, to the fullest extent permitted by the General Corporation Law.
- (3) The indemnification provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any other rights for which those seeking indemnification or advancement of expenses may be entitled under any law, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person official capacity and as to action in another capacity while holding such office.
- (4) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Section 145 of the General Corporation Law.
- (5) For purposes of this Article VII, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have power and authority to indemnify its directors and officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise shall stand in the same position under the provisions of this Article VII with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

- (6) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (7) Any amendment or repeal of this Article VII shall not adversely affect any rights to indemnification and to advancement of expenses that any person may have at the time of such amendment or repeal with respect to any act or omission occurring prior to such amendment or repeal.

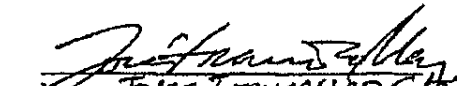
#### ARTICLE VIII

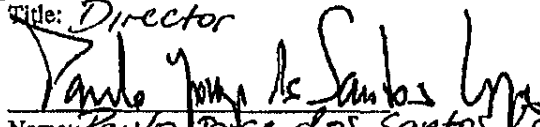
##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred of stockholders in this Certificate of Incorporation are subject to this reservation.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be executed by its sole shareholder on this 9th day of September, 2013.

Itau BBA International plc,  
the sole shareholder

  
Name: Jose-FRANCISCO Cláudio  
Title: Director

  
Name: Paulo Jorge dos Santos Lopes  
Title: Director