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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

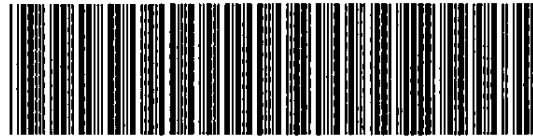
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATIONS & FILINGS

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** BRASILINVEST INTERNATIONAL INC

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

YILAN RIVERO

Contact Person

RICHARDS & ASSOCIATES, P.A.

Firm/Company

2665 SOUTH BAYSHORE DRIVE, SUITE 703

Address

MIAMI, FLORIDA 33133

City, State and Zip Code

YRIVERO@RICHARDS-LAW.COM

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

For further information concerning this matter, please call:

YILAN RIVERO at ( 305 ) 858-9900

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$105.00 Filing Fees     \$113.75 Filing Fees and Certificate of Status     \$113.75 Filing Fees and Certified Copy     \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Brasilinvest International LLC - CIDOW037013  
Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on April 6, 2010  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

\_\_\_\_\_

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Brasilinvest International Inc.  
Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

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Signed this 11th day of July, 2014.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: \*

Printed Name: Marlo Garnero Title: Director

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: \*  
Printed Name: Marlo Garnero Title: Manager

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

- Certificate of Conversion: \$35.00
- Fees for Florida Articles of Incorporation: \$70.00
- Certified Copy: \$8.75 (Optional)
- Certificate of Status: \$8.75 (Optional)

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 DIVISION OF CORPORATE & FINANCIAL SERVICES  
 STATE OF FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**BRASILINVEST INTERNATIONAL INC.**

**ARTICLE I**

**NAME**

The name of the corporation is BRASILINVEST INTERNATIONAL INC.

**ARTICLE II**

**ADDRESS**

The mailing address and principal office of the corporation is 2665 South Bayshore Drive, Suite 703, Miami, Florida 33133.

**ARTICLE III**

**PURPOSE**

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE IV**

**DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE V**

**POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

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**ARTICLE VI**

**CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Ten Thousand (10,000), with each such share having a par value of One Dollar (\$1.00) for an aggregate par value of Ten Thousand Dollars (\$10,000).

**ARTICLE VII**

**DIRECTOR**

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors of the corporation are:

Mario Bernardo Garnero  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

Mario Bernardo Monteiro de Carvalho Garnero  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is:

Ricardo Ganitsky  
Richards & Associates, P.A.  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

World Corporate Services, Inc.  
2665 South Bayshore Drive, Suite 703  
Miami, Florida 33133

**I HEREBY ACCEPT** this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IX of such Articles.

**IN WITNESS WHEREOF**, as said registered agent, I have caused this statement to be signed on this 11th day of July 2014.

WORLD CORPORATE SERVICES, INC.  
a Florida corporation

By: E. Diaz  
Elena Diaz, Vice-President

**IN WITNESS WHEREOF**, I have made and subscribed these Articles of Incorporation this 11th day of July, 2014.

By: Ricardo Ganitsky  
Ricardo Ganitsky, Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATE & FINANCIAL SERVICES