

95000042921

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

95 JUN -2

DIVISION OF CORPORATION

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 PM 1:08

6/2/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN
Will Pick Up 6:2 Dpm

RE: São Paulo Distributor
Corporation

	C.C. FEE.	DISBURSED
☒ Capital Express™		
☐ Art. of Inc. File		
☐ Corp. Record Search		
☐ Ltd. Partnership File		
☒ Foreign Corp. File		
☐ () Cert. Copy(s)		
☐ Art. of Amend. File		
☐ Dissolution/Withdrawal		
☐ C U S-		
☐ Fictitious Name File		
☐ Name Reservation		
☐ Annual Report/Reinstatement		
☐ Reg. Agent Service		
☐ Document Filing		
☐ Corporate KII		
☐ Vehicle Search		
☐ Driving Record		
☐ Document Retrieval		
☐ UCC 1 or 3 File		
☐ UCC 11 Search		
☐ UCC 11 Retrieval		
☐ File No.'s, Copies		
☐ Courier Service		
☐ Shipping/Handling		
☐ Phone ()		
☐ Top Priority		
☐ Express Mail Prep.		
☐ FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 PH 1:08

ARTICLES OF INCORPORATION OF SÃO PAULO DISTRIBUTORS CORPORATION.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I, Name

The name of the corporation shall be:
São Paulo Distributors Corporation.

Article II, Principal Office

The principal place of business and mailing address of this corporation shall be:
5850 Lakehurst Drive Suite 100, Orlando, Fl., 32819.

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
50,000 Shares with \$0.01 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Luiz Antonio Cardoso
5850 Lakehurst Drive, Suite 100, Orlando, Fl., 32819.

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Luiz Antonio Cardoso
5850 Lakehurst Drive, Suite 100, Orlando, Fl., 32819.

LC *10*

Continuation, Pag.2

Article VI, Purpose.

The purpose of this corporation shall be to work as a wholesale and retail of merchandise and durable goods for import, export and distribution, always respecting the regulations existing in those areas. This objectives should not affect the capability to do all others businesses under the Laws of the United States of America and the State of Florida if so is desired.

Article VII, Initial Board of Directors.

The names and Post Office Addresses of the members of the first board of directors are

Luiz Antonio Cardoso - President and Secretary, and

Maria Freire Cardoso - Vice President and Treasurer

Address:

5850 Lakehurst Drive Suite 100, Orlando, Fl., 32819

Continuation, Pag. 3

Affidavit

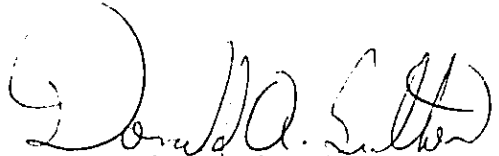
State of Florida, Orange County.

Before me this day personally appeared Luiz Antonio Cardoso , who being duly sworn, depose and say that he is the Incorporator for São Paulo Distributors Corporation .

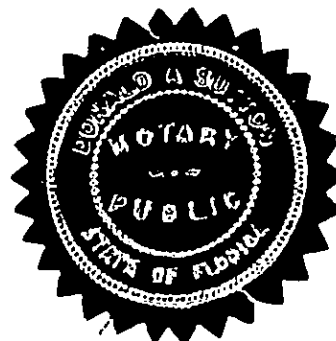


Luiz Antonio Cardoso

Sworn to and subscribed before me this thirty first of May , 1995.



DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded Thru Official Notary Service



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 PM 1:08

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

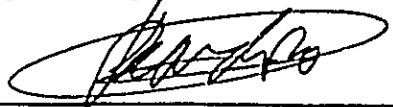
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SÃO PAULO DISTRIBUTORS
CORPORATIONS

2. The name and address of the registered agent and office is:

LUIZ A. CARDOSO
(Name)
5850 LAKEHURST DRIVE #100
(P.O. Box not acceptable)
ORLANDO FL 32819
(City/State/Zip)

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


(Signature)



DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded Thru Official Notary Service

P 95000042921

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SÃO PAULO CORPORATION

(Proposed corporate name - must include suffix)

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$ ^{87.50} .50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FILED
STATE
SECRETARY OF
DIVISION OF CORPORATIONS
95 JUN 19 AM 9:39

500001517035
-06/20/95--01060--014
*****87.50 *****87.50

FROM: LUIZ A. CARDOSO

Name (Printed or typed)

5850 LAKEHURST DRIVE STE 100

Address

ORLANDO, FL 32809

City, State & Zip

(407) 345-8282

Daytime Telephone number

Amendme
6/20
TLL

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SÃO PAULO DISTRIBUTORS CORPORATION.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment to Article I, Name.

The name of this corporation shall be amended to "São Paulo Corporation"

Second: Amendment to Article II, Principal Office

The new address for this corporation shall be 5850 Lakehurst Drive Ste. 150-25, Orlando, FL., 32819.

Third: Amendment to Article VI, Purpose

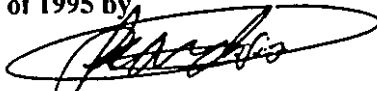
The new purpose of business shall be to become an advisor and consulting company as well as real estate development one. Among those we shall engage in international business and financial operations of all kinds like, asset management, investment analyses and others. This purpose should not limit the ability of utilizing the full authority granted to do all legal businesses by the State of Florida and the United States of America.

Fourth: The date these amendments are to be adopted is 06/14/95

Fifth:

These amendments were approved by the Board of Directors and by the shareholders unanimously.

Signed this Fourteenth day of June of 1995 by

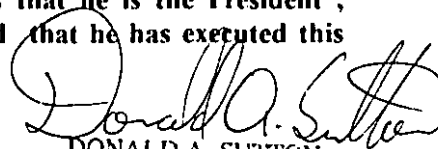


Luiz Antonio Cardoso
Incorporator, Director and President

State of Florida
County of Orange

Today, 06/14/95, before me a notary public of The State of Florida appeared Luiz Antonio Cardoso who being duly sworn hereby affirms that he is the President, Director and Incorporator of São Paulo Corporation and that he has executed this instrument.

Notary Public



DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded thru Official Notary Service

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 19 AM 9:57