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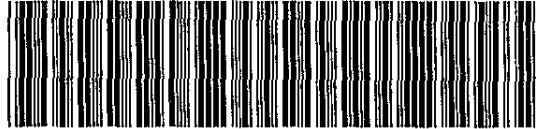
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W05-34441
J. BRYAN JUL 19 2005

J. BRYAN SEP 19 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Guilder Comercial Importadora e Exportadora Ltda.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert B. Macaulay

(Name of Person)

Adorno & Yoss LLP

(Firm/Company)

2525 Ponce de Leon Boulevard, Suite 400

(Address)

Coral Gables, Florida 33134

(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Robert B. Macaulay

(Name of Person)

at 305-460-1513

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 19, 2005

ROBERT B. MACAULAY
ADORNO & YOSS LLP
2525 PONCE DE LEON BOULEVARD, SUITE 400
CORAL GABLES, FL 33134

SUBJECT: GUILDER COMERCIAL IMPORTADORA E EXPORTADORA LTDA
Ref. Number: W05000034441

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TALLAHASSEE, FLORIDA

We have received your document for GUILDER COMERCIAL IMPORTADORA E EXPORTADORA 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):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 705A00047312

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. Guilder Comercial Importadora e Exportadora Ltda Co.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Corp," "Inc.,"
"Co.," or "Corp.")

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

2. Brazil

(State or country under the law of which it is incorporated)

3. 98-0461895

(FEI number, if applicable)

4. March 21, 1991

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Avenida Caiapo #910, Setor Santa Genoveva, Goiania, Brazil 7467-2400

(Principal office address)

Adorno & Yoss LLP, 2525 Ponce de Leon Blvd., Suite 400, Coral Gables, FL 33134

(Current mailing address)

8. General business purposes

(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 NOT acceptable)

Name: Robert B. Macaulay

Office Address: 2525 Ponce de Leon Blvd., Ste. 400

Coral Gables

(City)

, Florida 33134

(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.

Robert B. Macaulay

(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: Maury Pereira Guilherme

Address: Capital a Rua 8 #536, Apt. 202, Setor Oeste, Goiania, Goias, Brazil

Director: Patricia Rosane Ribeiro Freitas

Address: Capital a Rua 8 #536, Apt. 202, Setor Oeste, Goiania, Goias, Brazil

B. OFFICERS

President: Patricia Rosane Ribeiro Freitas

Address: Capital a Rua 8 #536, Apt. 202, Setor Oeste, Goiania, Goias, Brazil

Vice President: Milton Ceciliano de Almeida

Address: Capital a Rua 8 #536, Apt. 202, Setor Oeste, Goiania, Goias, Brazil

Secretary: Maury Pereira Guilherme

Address: Capital a Rua 8 #536, Apt. 202, Setor Oeste, Goiania, Goias, Brazil

Treasurer: _____

Address: _____

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

13. Milton Ceciliano de Almeida
(Signature of Director or Officer listed in number 12 of the application)

14. Milton Ceciliano de Almeida
(Typed or printed name and capacity of person signing application)

Comprovante de Inscrição e de Situação Cadastral**Contribuinte,**

Confira os dados de Identificação da Pessoa Jurídica e, se houver qualquer divergência, providencie junto à SRF a sua atualização cadastral.

		REPÚBLICA FEDERATIVA DO BRASIL	
CADASTRO NACIONAL DA PESSOA JURÍDICA			
NÚMERO DE INSCRIÇÃO 65.272.429/0001-83	COMPROVANTE DE INSCRIÇÃO E DE SITUAÇÃO CADASTRAL		DATA DE ABERTURA 21/03/1991
NOME EMPRESARIAL GUILDER COMERCIAL IMPORTADORA E EXPORTADORA LTDA			
TÍTULO DO ESTABELECIMENTO (NOME DE FANTASIA) *****			
CÓDIGO E DESCRIÇÃO DA ATIVIDADE ECONÔMICA PRINCIPAL 52.49-3-99 - Comércio varejista de outros produtos não especificados anteriormente			
CÓDIGO E DESCRIÇÃO DA NATUREZA JURÍDICA 206-2 - SOCIEDADE EMPRESARIA LIMITADA			
LOGRADOURO AVENIDA CAIAPO	NÚMERO 910	COMPLEMENTO	
CEP 74.672-400	BAIRRO/DISTRITO SANTA GENOVEVA	MUNICÍPIO GOIANIA	UF GO
SITUAÇÃO CADASTRAL ATIVA		DATA DA SITUAÇÃO CADASTRAL 30/10/2004	
SITUAÇÃO ESPECIAL *****		DATA DA SITUAÇÃO ESPECIAL *****	

Aprovado pela Instrução Normativa SRF nº 200, de 13 de setembro de 2002.

Emitido no dia **13/07/2005** às **14:52:37** (data e hora de Brasília).

 Voltar

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TALLAHASSEE, FLORIDA

CERTIFICATION OF TRANSLATION

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

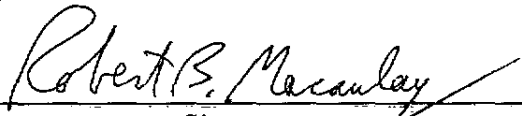
I, MILTON CECILIANO DE ALMEIDA, hereby certify under oath that I am fluent in the English and Portuguese languages, and that the attached English document is a true and correct translation of the Portuguese original document, a copy of which is attached.



MILTON CECILIANO DE ALMEIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Affidavit was acknowledged before me this 15th day of July, 2005 by Milton Ceciliano de Almeida, who is personally known to me and who did take an oath.



Signature



Robert B. Macaulay
MY COMMISSION # DD266092 EXPIRES
November 28, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

Print (Notary's Name)
Notary Public, State of Florida

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TALLAHASSEE, FLORIDA



BRAZILIAN FEDERAL REPUBLIC

NATIONAL COMPANY REGISTRY

REGISTRATION NUMBER 65.272.429/0001-83	PROOF OF REGISTRATION AND STATUS	DATE OF INCORPORATION 21/03/1991
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COMPANY'S NAME GUILDER COMERCIAL IMPORTADORA E EXPORTADORA LTDA
--

TITLE OF THE ESTABLISHMENT (FICTITIOUS NAME) *****

CODE AND DESCRIPTION OF THE MAIN ECONOMIC ACTIVITY 52.49-3-99 - Retail Sale of Other Products not previously specified

CODE AND DESCRIPTION OF THE COMPANY'S NATURE 206-2 - LIMITED BUSINESS SOCIETY
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ADDRESS AVENIDA CAIAPO	NUMBER 910	OTHERS
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ZIP CODE 74.672-400	SECTION SANTA GENOVEVA	CITY GOIANIA	STATE GO
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PRESENT SITUATION ACTIVE	DATE OF LAST MODIFICATION 30/10/2004
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SPECIAL SITUATION *****	DATE OF SPECIAL SITUATION *****
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