

F07000004397

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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

(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




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.

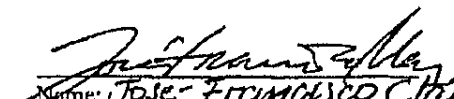
ARTICLE VIII

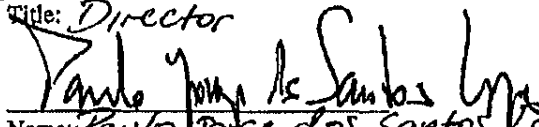
Amendment

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 Cláco
Title: Director


Name: Paulo Jorge dos Santos Lopes
Title: Director