

F96 TRANSMITTAL LETTER 000003556

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Dilke Confections LYDA.
REAL INTERNATIONAL, INC.
(Name of corporation - must include suffix)

800001892578
07/12/96--01081--001
***122.50 ***122.50

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:

CELESTINO AUGUSTO DOS SANTOS MARQUES
(Name of Person)
REAL INTERNATIONAL, INC.
(Firm/Company)
7 ECLIPSE TRAIL
(Address)
ORMOND BEACH, FLORIDA 32174
(City, State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 12 PM 12:02

FILED

11-2

Should you need to call someone concerning this matter, please call:

CELESTINO MARQUES at (904) 676 - 7655
(Name of Person) Area Code & Daytime Telephone Number

Give Auth to chgs #1 to name on CUS. 12-7-95

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Dlike Confucocou LTDA.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. BRAZIL (Rua Torosa, 186 PETROPOLIS, 25625-010 - RIO DE JANEIRO) NONE
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. NOVEMBER 1ST, 1992 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. WE HAVE NOT TRANSACTED BUSINESS IN THIS COUNTRY YET.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 7 ECLIPSE TRAIL
ORMOND BEACH, FLORIDA 32174
(Current mailing address)

8. IMPORTS AND EXPORTS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CELESTINO AUGUSTO DOS SANTOS MARQUES

Office Address: 7 ECLIPSE TRAIL

ORMOND BEACH, Florida, 32174
(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.

Celestino Marques
(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.

FILED
 96 JUL 12 PM 12:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: ABRAHÃO MECLER

Address: RUA TERESA, 186

25625-010 PETROPOLIS, RIO DE JANEIRO, BRAZIL

Vice President: DILQUE FERRACIOLI MECLER

Address: RUA TERESA, 186

25625-010 PETROPOLIS, RIO DE JANEIRO, BRAZIL

Secretary: DILQUE FERRACIOLI MECLER

Address: RUA TERESA, 186


25625-010 PETROPOLIS, RIO DE JANEIRO, BRAZIL

Treasurer: ABRAHÃO MECLER

Address: RUA TERESA, 186

25625-010 PETROPOLIS, RIO DE JANEIRO, BRAZIL

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ABRAHÃO MECLER - PRESIDENT/TREASURER
(Typed or printed name and capacity of person signing application)

GENERAL POWER OF ATTORNEY

TO ALL PERSONS, be it known that We, ABRAHÃO MECLER, Brazilian, married, trader, born on 01/11/38, and DILQUE FERRACIOLI MECLER, Brazilian, married, trader, born on 03/16/39, both residing at Avenida Getúlio Vargas, 55, Petrópolis, Rio de Janeiro, Brazil, as sole partners of the limited liability company "DILKE CONFECÇÕES LTDA." of Rua Teresa, 106, Petrópolis, Rio de Janeiro, Brazil, the undersigned, do hereby make and grant a general power of attorney to CELESTINO AUGUSTO DOS SANTOS MARQUES, of 7 Ellipsa Trail, Ormond Beach, Florida 32174, and do thereupon constitute and appoint said individual as our attorney-in-fact.

Our attorney-in-fact shall act in our names, places and stead in any way which we, ourselves, could do, if we were personally present, with respect to the following matters, to extent that we are permitted by law to act through an agent:

- A. Incorporator and Registered Agent of REAL INTERNATIONAL, INC.
- B. Banking transactions under the name of REAL INTERNATIONAL, INC.
- C. Business operating transactions under the name of REAL INTERNATIONAL, INC.
- D. Claims and litigation under the name of REAL INTERNATIONAL, INC.

This power of attorney shall not be affected by subsequent disability or incompetence of the grantors.

Our attorney-in-fact hereby accepts this appointment subject to its terms and agrees to act and perform in said fiduciary capacity consistent with our best interests as he in his best discretion deems advisable, and we affirm and ratify all acts so undertaken.

Signed under seal this 9th day of July, 1996.

Abraão Mecler
Principal: Abrahão Mecler

Dilque Ferracioli Mecler
Principal: Dilque Ferracioli Mecler

Celestino Augusto dos Santos Marques
Attorney-in-Fact: Celestino Augusto dos Santos Marques

96 JUL 12 PM 12:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, this day personally appeared ABRAHÃO MECLER, DILQUE FERRACIOLI MECLER and CELESTINO AUGUSTO DOS SANTOS MARQUES, to me well known and known to me to be the person who subscribed to and signed the above and foregoing General Power of Attorney was subscribed to for the uses and purposes therein expressed and that the facts therein are truly set forth.

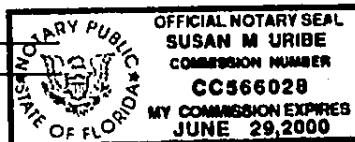
Signed under seal this 9th day of July, 1996.

Abraão Mecler
Produced Florida
Driver's License
M246-000-38-131-0

Produced Florida
Driver's License
M622-101-46-345-0

Susan M Uribe

Name:
Notary Public
Commission #
My Commission Expires on



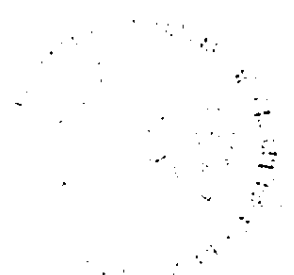
Dilque Mecler
Produced Passport
CG36984

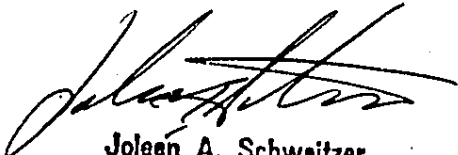
FEDERATIVE REPUBLIC OF BRAZIL,
STATE OF RIO DE JANEIRO
CITY OF RIO DE JANEIRO,
CONSULATE GENERAL OF THE UNITED
STATES OF AMERICA.

} SS:

I, **Joleen A. Schweltzer** *Consul of the United States of
America at Rio de Janeiro, State of Rio de Janeiro, Federative Republic of Brazil, duly
commissioned and qualified, do hereby certify that Alzira Soares da Rocha...*
..... *whose true signature and official seal are, respectively, subscribed and affixed
to the foregoing certificate, was, on the 17th.... day of June.....
19 96, the date thereof, a Sworn Public Translator, to whose official acts faith and credit
are due.*

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of
the Consulate General at Rio de Janeiro, this ...26th... day of June.....
19 96.




Joleen A. Schweltzer
Consul of the United States of America
Consul of the United States of America

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 12 PM 12:02

FILED



Alzira Soares da Rocha
tradutora pública e intérprete comercial - sworn public translator and commercial interpreter
avenida Rio Branco, 186 - sala 1204 - tel: 6332850 - Rio de Janeiro - RJ - CEP 12004-900

I, the undersigned, Sworn Public Translator for this City and State of Rio de Janeiro, Brazil, do certify that a document drawn up in Portuguese was presented to me for translation into English, which I have done by reason of my office, as follows:

TRANSLATION NO. 6307/96

Certified xerox copy of **FIRST AMENDMENT TO ARTICLES OF ASSOCIATION** comprising three pages, all duly initialed AM and DM, bearing perforated on both margins the name JUCERJA and the date 04/23/96, on printed stationery of "Contabilidade Carlos A. Gimenes", Rua 16 de Março, 155 - sala 501 - Centro, Petrópolis, RJ, CRC/RJ 35552-5, CPF 381509727-49, as follows: \\

The undersigned **ABRAHÃO MECLER**, Brazilian, married, trader, born on 04/11/38, bearer of ID Card No. 12017D, issued by CREA/RJ on 06/24/83 and of CPF (Tax ID) No. 026223007-00, and **DILQUE FERRACIOLI MECLER**, Brazilian, married, trader, born on 03/16/39, bearer of ID Card No. 01518959-0 issued by IFP/RJ on 09/17/82 and of CPF 098447837-04, both residing at Rua Getúlio Vargas, No. 39, Quitandinha, Centro, Petrópolis - RJ, as sole partners of the limited liability company "**DILKE CONFECÇÕES LTDA.**" of Rua Teresa, 186, Centro,



alzira soares da rocha

tradutora pública e intérprete comercial - sworn public translator and commercial interpreter
avenida rio branco, 103 - sala 1204 - tel: 5332656 - rio de janeiro - rj - cep 120015-900

Petrópolis - RJ, duly registered under numbers 33202755034 - JUCERJA (Board of Trade of Rio de Janeiro), by decision of 10/28/92, and 68659630/0001-06 - CGC/MF (Tax ID), RESOLVE by common consent to amend for the first time the Company's Articles of Association to establish a branch, increase the capital stock and entirely rewrite the articles of association, according to the following clauses and conditions: \\

FIRST - ESTABLISHMENT OF A BRANCH - It is hereby established Branch No. 1 with head office at Rua Dr. Paulo Herve, No. 1350, Loja 20, Bingen, Petrópolis - RJ, in operation from 01/01/94 on; \\

SECOND - CAPITAL STOCK CONVERSION - In accordance with the changes in the Brazilian monetary system, the Cr\$8.000.000,00 (eight million cruzeiros) capital stock is converted to CR\$8.000,00 (eight thousand cruzeiros reais); \\

THIRD - CAPITAL - The CR\$8.000,00 (eight thousand cruzeiros reais) capital stock is increased to CR\$100.000,00 (one hundred thousand cruzeiros reais) by subscription and paying up of 92,000 (ninety-two thousand) capital quotas with CR\$1,00 (one cruzeiro real) face value, divided among the partners as follows: \\

TRANSLATION NO. 6307/96

PAGE 2





alzira soares da rocha

tradutora pública e intérprete comercial - sworn public translator and commercial interpreter
avenida Rio Branco, 185 - sala 1204 - tel: 6332858 - Rio de Janeiro - RJ - cep 120045-900

ABRAHÃO MECLER	50,000 quotas=CR\$ 50.000,00
DILQUE FERRACIOLI MECLER	50,000 quotas=CR\$ 50.000,00
Totals	100,000 quotas=CR\$100.000,00

SOLE PARAGRAPH - The CR\$100.000,00 (one hundred thousand cruzeiros reais) capital stock is on the date hereof entirely subscribed and paid up in national currency. \\

CONSOLIDATION AND AMENDMENTS OF THE
ARTICLES OF ASSOCIATION

FOURTH - OBJECTS OF THE COMPANY - The company will operate in the field of INDUSTRY AND COMMERCE OF CLOTHES, allowed addition of other and any types of operations of the company's interest, provided that they do not depend on special authorization of Government agencies; \\

FIFTH - THE COMPANY, HEAD OFFICE AND DURATION - The company will operate under the name of "DILKE CONFECÇÕES LTDA.", with head offices located at Rua Teresa, No. 186, Centro, Petrópolis - RJ and branch No. 1, located at Rua Dr. Paulo Herve, 1350, loja 20, Bingen, Petrópolis - RJ; other branches may be opened all over the national territory; the duration is undetermined and its activities started on November 01, 1992; \\

SIXTH - CAPITAL - The capital stock is



alzira soares da rocha

tradutora pública e intérprete comercial - sworn public translator and commercial interpreter
av. Anita Silveira, 105 - sala 1204 - tel. 8332630 - rio de janeiro - rj - cep 22046-900

CR\$100.000,00 (one thousand cruzeiros reais)
divided into 100,000 (one thousand) Cr\$1,00 (sic)
(one cruzeiro real) quotas, entirely subscribed
and paid up in national currency, divided as
follows: \\

ABRAHÃO MECLER	50,000 quotas=CR\$ 50.000,00
DILQUE FERRACIOLI MECLER	50,000 quotas=CR\$ 50.000,00
TOTALS	100,000 quotas=CR\$100.000,00

SEVENTH - LIABILITY - In accordance with the laws
in force, the partner's liability is limited to
the capital stock, the rendering of collateral
being dispensed with; \\

EIGHTH - ADMINISTRATION - The management of the
company is incumbent upon the partners ABRHÃO
MECLER and DILQUE FERRACIOLI MECLER, both holding
powers to manage all business operations of the
company's interest, as per the laws in force and
the norms established by this present instrument
of agreement; \\

NINTH - USE OF THE COMPANY'S NAME - The use of the
company's name is restricted to the managing
partners, jointly or severally, only in operations
of the company's interests, use of same forbidden
in operations strange to the company, such as co-
signings, endorsements or guarantees to their own



alzira soares da rocha

tradutora pública e intérprete comercial - sworn public translator and commercial interpreter
av. Anita r. branco, 108 - sala 1204 - tel: 0332858 - rio de janeiro - rj - cep: 20045-900

benefit or to third parties' benefit, being individually responsible for same the partner that effects them, which acts will not be binding in no way upon the company; \\

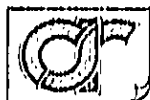
TENTH - SIGNATURES OF RIGHT - The managing partners ABRAHÃO MECLER and DILQUE FERRACIOLI MECLER shall sign on behalf of DILKE CONFECÇÕES LTDA.: (Signed) Abrahão Mecler and Dilque Ferracioli Mecler. \\

ELEVENTH - REMUNERATION - The managing partners shall have the right to a monthly remuneration as "pro labore", which shall be established by common consent between the partners for each accounting period, always within the limits fixed by the social security and income tax laws; \\

TWELFTH - BALANCE SHEETS - The company's balance sheet shall be prepared as of December 31 of each year and the profits or losses determined shall be shared by the partners pro rata of their capital quotas, unless agreement to the contrary; \\

THIRTEENTH - ASSIGNMENT AND TRANSFER OF QUOTAS - The quotas of capital are indivisible and may not be assigned or transferred to third parties unless by common consent between the partners; \\

FOURTEENTH - DEATH OR IMPEDIMENT - In case of



alzira soares da rocha

tradutora pública e intérprete comercial - sworn public translator and commercial interpreter
avenida rio branco, 185 - sala 1204 - tel: 8332858 - rio de janeiro - rj - cep: 20048-900

death or legal impediment of one of the partners the company of full right shall not be dissolved and upon determination of assets same shall be paid to the heirs of the deceased partner or partner under impediment as follows: thirty per cent, sixty days after occurrence of the fact and the remaining seventy per cent, in twelve equal and consecutive monthly installments, the first of which due ninety days after the death or impediment of the partner; \\

FIFTEENTH - DIVERGENCES - Doubts that may come to exist between the partners shall be solved by the Courts of the City of Petrópolis, RJ, any other how privileged it may be being hereby expressly waived; \\

SIXTEENTH - DISSOLUTION - By common consent between the partners as to the extinction of the company, the company shall henceforth enter into liquidation, the assets to be equally shared, pro rata of the capital quotas, as operations are liquidated. \\

And having thus agreed and accorded upon, the parties herein execute three copies of equal contents and form of the present private instrument of amendment to agreement in the



alzira soares da rocha

tradutora pública e intérprete comercial - sworn public translator and commercial interpreter
avenida rio branco, 105 - sala 1204 - tel: 0332855 - rio de janeiro - rj - cep: 20045-900

presence of the two witnesses signed below, which
renders this instrument legally valid. \\

Petrópolis, November 30, 1993. \\

Illegible signature - Abrahão Mecler; (signed)

Dilque F. Mecler - Dilque Ferracioli Mecler. \\

WITNESSES: (signed) C.A. Gimenes - Carlos Alberto
Gimenes - CPF 381509727-49; (illegible signature)

Marisete de F. L. da Silveira - CPF 476925887-91.

On the reverse of the last page, stamps concerning
due registration with JUCERJA (Board of Trade of
Rio de Janeiro). \\

IN WITNESS WHEREOF

Rio de Janeiro, June 17, 1996.

ALZIRA SOARES DA ROCHA
REG. JUCERJA NO.117

Contabilidade CARLOS A GIMENES
RUA 16 de marco, 155 sala 501 - Centro - Petrópolis - RJ
CRC/RJ 38882-5 CPF 381909727-49 - Tel 436446

" PRIMEIRA ALTERAÇÃO CONTRATUAL "
" DILKE CONFECÇÕES LTDA "

Os abaixo assinados, **ABRAHÃO MECLER**, brasileiro, casado, comerciante, nascido em 11.04.38, portador da carteira de identidade 12.017D expedida pelo CREA/RJ em 24.06.83 e do CPF 026223007-00 e **DILQUE FERRACIOLI MECLER**, brasileira, casada, comerciante, nascida em 16.03.39, portadora da carteira de identidade 01518959-0 expedida pelo IFP/RJ em 17.09.82 e do CPF 098447837-04, ambos residentes na Rua Getúlio Vargas n. 39, Quitandinha, Centro, em Petrópolis - RJ, na condição de únicos sócios componentes da sociedade por cotas de responsabilidade limitada " **DILKE CONFECÇÕES LTDA**, sita na rua Teresa, 186, Centro, em Petrópolis - RJ, devidamente inscrita sob os números 33202758034 na JUCERJA por despacho de 28.10.92 e 68659630/0001-06 no CBC/MF, RESOLVEM de comum acordo alterar pela primeira vez o seu contrato social, para criar uma filial, aumento do capital social e nova redação total do contrato, mediante as cláusulas e condições seguintes:

PRIMEIRA

DA CRIAÇÃO DE FILIAL - Fica criada a filial n. 1, que terá sua sede na rua Dr. Paulo Herve n.1350 loja 20, Bingen, em Petrópolis - RJ, com início de funcionamento a partir de 01.01.94;

SEGUNDA

DA CONVERSÃO DO CAPITAL SOCIAL - De acordo com as reformas do sistema monetário brasileiro o capital social de Cr\$ 8.000.000,00 (oito milhões de cruzeiros), é convertido para Cr\$ 8.000,00 (oito mil cruzeiros reais);

TERCEIRA

DO CAPITAL - O capital social de Cr\$ 8.000,00 (oito mil cruzeiros reais), é elevado para Cr\$ 100.000,00 (cem mil cruzeiros reais, mediante a subscrição e integralização de 92.000 (noventa e duas mil) cotas de capital com valor unitário de Cr\$ 1,00 (hum cruzeiro real), distribuídos entre os sócios da seguinte forma:

ABRAHÃO MECLER.....	50.000 cotas = Cr\$ 50.000,00
DILQUE FERRACIOLI MECLER.....	50.000 cotas = Cr\$ 50.000,00
Totais	100.000 cotas = Cr\$ 100.000,00

PARAGRAFO UNICO - O capital social de Cr\$ 100.000,00 (cem mil cruzeiros reais) encontra-se totalmente subscrito e integralizado em moeda corrente do país, nesta data;

CONSOLIDACAO DO CONTRATO SOCIAL E ALTERAÇÕES CONTRATUAIS:

QUARTA

DOS OBJETIVOS DA SOCIEDADE - A sociedade explora o ramo de **INDÚSTRIA E COMÉRCIO DE ARTIGOS DO VESTUÁRIO**, podendo adicionar outros e quaisquer ramos de negócio de interesse da sociedade, desde que não dependam de autorização especial de órgãos governamentais;

QUINTA

DA FIRMA, SEDE E PRAZO - A sociedade gira sob a denominação de " **DILKE CONFECÇÕES LTDA** " com sede na rua Teresa n. 186, Centro, em Petrópolis - RJ, e a filial n. 01, sita na rua Dr. Paulo Herve, 1350 loja 20, Bingen, Petrópolis - RJ; podendo abrir outras filiais em todo o território Nacional, o prazo de duração é indeterminado, datando seu início de atividades para 01 de novembro de 1992;

TRANS. N.º 6307/96
ALZIRA SOARES DA ROCHA
Sworn Public Translator
& Commercial Interpreter
Reg. JUCERJA n.º 117
Av. Rio Branco, 185/1204
RJ - BRAZIL

Contabilidade CARLOS A BIMENES
Rua 16 de março, 155 sala 501 - Centro - Petropolis - RJ
CRC/RJ 35982-5 CPF 381809727-49 - Tel 436446

11

SEXTA

DO CAPITAL - O capital social de CR\$ 100.000,00 (com mil cruzeiros reais), dividido em 100.000 (cem mil) de cotas com valor unitário de Cr\$ 1,00 (um cruzeiro real), encontra-se totalmente subscrito e integralizado em moeda corrente do país, distribuído entre os sócios da seguinte forma:

ABRAHÃO MECLER.....	50.000 cotas = CR\$	50.000,00
DILQUE FERRACIOLI MECLER.....	50.000 cotas = CR\$	50.000,00
TOTAIS.....	100.000 cotas = CR\$	100.000,00

SÉTIMA

DA RESPONSABILIDADE - A responsabilidade dos sócios é na forma da lei limitada ao total do capital social e são dispensados de prestarem caução;

OITAVA

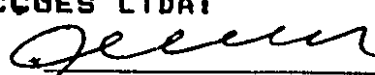
DA ADMINISTRAÇÃO - A gerência da sociedade será atribuída aos sócios **ABRAHÃO MECLER e DILQUE FERRACIOLI MECLER**, com poderes para gestão de todos os negócios de interesse da sociedade, de acordo com a legislação e com as regras fixadas pelo presente instrumento contratual;

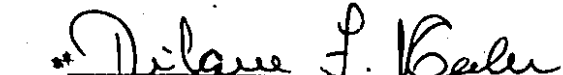
NONA

DO USO DA FIRMA SOCIAL - O uso da denominação social será atribuída aos sócios gerentes, em conjunto ou separadamente, somente em negócios de interesse da sociedade, sendo-lhes vedado o uso da mesma em operações alheias a sociedade, tais como avais, endossos ou fianças de favor, em benefício próprio ou de terceiros, responsabilizando-se individualmente pelas mesmas o sócio que as praticarem, as quais não obrigarão a sociedade em hipótese alguma;

DÉCIMA

DA ASSINATURA POR QUEM DE DIREITO - Os sócios gerentes **ABRAHÃO MECLER e DILQUE FERRACIOLI MECLER**, assinarão por **DILKE CONFECÇÕES LTDA**:


Abrahão Mecler


Dilque Ferracioli Mecler

DÉCIMA PRIMEIRA

DAS RETIRADAS - Os sócios gerentes terão direito a uma retirada mensal a título de pró labore, a qual será fixada de comum acordo entre os sócios, para cada exercício financeiro, obedecendo sempre os limites fixados pelas legislações da previdência social e do imposto de renda;

DÉCIMA SEGUNDA

DOS BALANÇOS GERAIS - O balanço da sociedade será efetuado em 31 de dezembro de cada ano, sendo os lucros ou prejuízos apurados repartidos entre os sócios, na proporção de suas cotas de capital, salvo acordo em contrário;

DÉCIMA TERCEIRA

DA CESSÃO E TRANSFERÊNCIA DE COTAS - As cotas de capital são indivisíveis e não poderão ser cedidas ou transferidas a terceiros sem que haja comum acordo entre os sócios;

TRANS. N.º 6307/96
ALZIRA SOARES DA ROCHA
Sworn Public Translator
& Commercial Interpreter
Reg. JUCERJA n.º 117
Av. Rio Branco, 185/1204
RJ - BRAZIL

Contabilidade CARLOS A GIMENES
Rua 16 de março, 155 sala 501 - Centro - Petrópolis - RJ
CRC/RJ 38852-5 CPF 381509727-49 - Tel 436446

57

DÉCIMA QUARTA
DA CAUSA MORTIS OU DO IMPEDIMENTO - No caso de falecimento ou impedimento legal de um dos sócios a sociedade não se dissolverá de pleno direito, proceder-se-á a uma apuração do haveres, os quais serão pagos aos herdeiros do sócio falecido ou impedido da seguinte forma: trinta por cento sessenta dias após a ocorrência do fato e o saldo de setenta por cento em doze parcelas mensais, iguais e sucessivas, vencendo-se a primeira noventa dias após o falecimento ou impedimento;

DÉCIMA QUINTA
DAS DIVERGENCIAS - As dúvidas que por ventura surgirem entre os sócios serão dirimidas pelo Foro da cidade de Petrópolis RJ, com renúncia expressa a qualquer outro, por mais privilegiado que seja;

DÉCIMA SEXTA
DA DISSOLUÇÃO - Estando os sócios de acordo com a extinção da sociedade, entrará esta desde logo em liquidação, fazendo-se a partilha dos haveres por igual a medida que os negócios forem se liquidando, na proporção das cotas de capital;

Assim justos e contratados, firmam o presente instrumento particular de alteração contratual em três vias de igual forma e teor, na presença das duas testemunhas abaixo assinadas, o que o torna bom firme e valioso.

Petrópolis, 30 de novembro de 1993

Abrahão Mecler
* Abrahão Mecler

Dilque Ferracioli Mecler
** Dilque Ferracioli Mecler

TESTEMUNHAS:

Carlos Alberto Gimenes
Carlos Alberto Gimenes
CPF 381509727-49

Marisete de F. L. da Silveira
Marisete de F. L. da Silveira
CPF 476925887-91

TRANS. N.º 6307/96
ALZIRA SOARES DA ROCHA
Sworn Public Translator
& Commercial Interpreter
Rep. JUCERJA n.º 117
Av. Rio Branco, 185/1204
RJ - BRAZIL

FILED
96 JUL 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

20 DEZ 1993

23 ABR 1996

JUCERVA GULLO
REG. COM. N. 646640

JUNTA COMERCIAL DO ESTADO DO RIO DE JANEIRO
CERTIDÃO Certificar que este é o número de registro em
número e data apostas mencionadas.



JULIO CESAR GOMES DA SILVA
SECRETARIO GERAL

JUNTA COMERCIAL DO ESTADO DO RIO DE JANEIRO
CERTIDÃO Certificar que este é o número de registro em
número e data apostas mencionadas.



JULIO CESAR GOMES DA SILVA
SECRETARIO GERAL

Junta Comercial do Estado do Rio de Janeiro
Certidão de Registro de P. de J. de Janeiro
ao último ato realizado.

Em 22 de Abril de 1996

Chefe **JULIO PORTELA**
Junta Comercial do Estado do Rio de Janeiro
Rua - Rua. 600/14

Visto: **VALERIA CORSPAN**
Sub-Secretaria Geral
JUCERVA - Tel. 089-3

23 ABR 1996