

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850)617-6381

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**FLORIDA LIMITED LIABILITY CO.**  
**Teratec USA LLC**

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## ARTICLES OF ORGANIZATION

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### Article I. Name

The name of this Florida limited liability company is:  
Teratec USA LLC

### Article II. Address

The street address of the Company's initial principal office is:

Teratec USA LLC  
Rua Apeninos, 429 8th floor room 816  
São Paulo, BRASIL SP 01533-000

The mailing address of the Company's initial principal office is:

Teratec USA LLC  
Rua Apeninos, 429 8th floor room 816  
São Paulo, BRASIL SP 01533-000

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Alfaro & Calvo  
Punta Pacífica, Calle Punta Colón  
Oceanía Business Plaza, Torre 2000, Piso 37  
Ciudad de Panamá  
507.297.4057

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

Paulo Sergio Nogueira Gerosa  
Rua Apeninos, 429 8th floor room 816 São Paulo, SP 01533-000  
BRASIL

Maria Cecília Klein de Magalhães Gerosa  
Rua Apeninos, 429 8th floor room 816 São Paulo, SP 01533-000  
BRASIL

Tatiana Magalhães Gerosa  
Rua Apeninos, 429 8th floor room 816 São Paulo, SP 01533-000  
BRASIL

Article VII. Company Existence

The Company's existence shall begin effective as of September 13, 2016.

The undersigned authorized representative of a member executed these Articles of Organization on 9/13/2016.



ALFARO & CALVO

by Kristine Roy as attorney-in-fact

Alfaro & Calvo  
Punta Pacífica, Calle Punta Colón  
Oceania Business Plaza, Torre 2000, Piso 37  
Ciudad de Panamá  
507.297.4057

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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

Teratec USA LLC

### REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



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CORPORATE CREATIONS NETWORK INC.

Kristine Roy, Special Secretary

Date: September 13, 2016.

Alfaro & Calvo  
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