

M14 0000000656

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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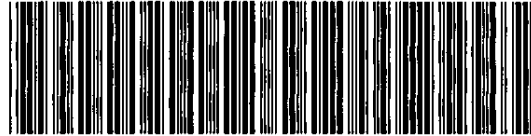
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2014 JAN 27 PM 10:51  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

N. Oulligan JAN 30 2014

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: Tanmariclar Comercio De Veiculos Ltda**

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

**Christina Pettys**

Name of Person

**Impact Tax & Accounting Inc**

Firm/Company

**8406 Panama City Beach Pkwy Ste G**

Address

**Panama City Beach, FL 32408**

City/State and Zip Code

**chris.impacttax@bellsouth.net**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Christina Pettys**

Name of Contact Person

**850**

Area Code

**230-6291**

Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☐ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Tanmariclar Comercio De Veiculos Ltd LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Brazil 3. 297096447-34  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

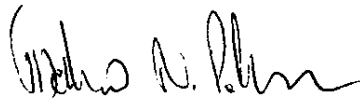
5. 2208 E 26th Street  
Panama City, FL 32405  
(Street Address of Principal Office)

6. 2179 Sterling Cove  
Panama City Beach, FL 32408  
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Nascimento Pedrosa  
2179 Sterling Cove  
Panama City Beach, FL 32408

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

  
\_\_\_\_\_  
Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Nascimento Pedrosa  
\_\_\_\_\_  
Typed or printed name of signee

FILED  
2014 JUN 27 PM 10:51  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

**Tanmariclar Comercio De Veiculos Ltd**

If unavailable, the alternate to be used in the state of Florida is:

**Team Brazil Jiu Jitzu and MMA, LLC**

2. The name and the Florida street address of the registered agent and office are:

**Impact Tax & Accounting Inc**

(Name)

**8406 Panama City Beach Pkwy Ste G**

Florida Street Address (P.O. Box NOT ACCEPTABLE)

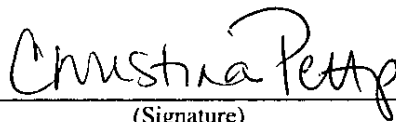
**Panama City Beach**

**32407**

**FL**

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 605, Florida Statutes.*



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED  
2014 JAN 27 PM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSLATION No. 32370I/2013

pag. 1

I, the undersigned, Sworn Public Translator and Interpreter in and for the City and State of Rio de Janeiro, Federative Republic of Brazil, with JUCERJA registration no. 243 and Brazilian Register of Individual Taxpayer (CPF) no. 297096447-34, with public faith in the entire Brazilian territory, duly appointed by Your Honor Mr. President of the Board of Trade of the State of Rio de Janeiro, DO HEREBY ATTEST AND CERTIFY that a document was presented to me for translation from **PORTUGUESE** into **ENGLISH**, which I have lawfully performed by reason of my official capacity as follows:-----

-----T R A N S L A T I O N: N° 32370I/2013-----

[There appears Logo: Government of the State of Rio de Janeiro]-----

GOVERNMENT OF THE STATE OF RIO DE JANEIRO-----

Registration of ICMS Taxpayers-----

STATE REGISTRATION: 78.287.420-----

DATE OF REGISTRATION: 05/22/2007-----

-----PROOF OF REGISTRATION AND OF REGISTRATION STATUS-----

TRANSLATION No. 32370I/2013

pag. 2

TAXPAYERS (Name / Company Name): TANMARICLAR COMERCIO DE  
VEÍCULOS LTDA-----

TITLE ESTABLISHMENT (TRADE NAME)-----

CNPJ/CPF (FEDERAL TAX NUMBER): 08.599.701/0001-09-----

LEGAL NATURE: LIMITED LIABILITY COMPANY-----

ECONOMIC ACTIVITIES (CNAE-FISCAL)-----

MAIN-----

4511-1/02 RETAIL TRADE OF USED CARS, PICK-UPS AND  
UTILITIES-----

SECONDARY-----

4512-9/02 TRADE OF MOTOR VEHICLES ON CONSIGNMENT-----

7490-1/04 BROKERAGE ACTIVITIES AND GENERAL SERVICES AND  
BUSINESS COMMISSIONING, EXCEPT REAL ESTATE-----

NATURE OF PROPERTY: OPERATIONAL UNIT-----

COMPLETE ADDRESS: ETR INTENDENTE MAGALHAES, 741 BENTO  
RIBEIRO - RIO DE JANEIRO - RJ ZIP CODE 21330-790 -----

TAXATION REGIME: NORMAL REGIME-----

REGISTRATION STATUS: ACTIVE-----

REGISTRATION UNIT: 6405 - IRF MADUREIRA-----

RF ACOMP: 6405-----

TRANSLATION No. 32370I/2013

pag. 3

OBSERVATION-----

Issued on 05/23/2007 12:02:45 p.m. under Resolution SER

No. 67/2003-----  
-----

I HEREBY DECLARE THAT THE FOREGOING IS A TRUE  
TRANSLATION OF THE ORIGINAL MATTER WRITTEN IN  
PORTUGUESE.-----

Rio de Janeiro, November 18, 2013.

TRANSLATION No. 32370B/2013

pag. 1

I, the undersigned, Sworn Public Translator and Interpreter in and for the City and State of Rio de Janeiro, Federative Republic of Brazil, with JUCERJA registration no. 243 and Brazilian Register of Individual Taxpayer (CPF) no. 297096447-34, with public faith in the entire Brazilian territory, duly appointed by Your Honor Mr. President of the Board of Trade of the State of Rio de Janeiro, DO HEREBY ATTEST AND CERTIFY that a document was presented to me for translation from **PORTUGUESE** into **ENGLISH**, which I have lawfully performed by reason of my official capacity as follows:-----

-----T R A N S L A T I O N: N° 32370B/2013-----

[Document bears logo of the Federal Revenue]-----

**PROOF OF ENROLLMENT AND OF REGISTRATION STATUS**-----

**TAXPAYER**,-----

Please, check the Identification of Legal Entity data, and, if there is any disagreement, provide with the RFB

TRANSLATION No. 32370B/2013

pag. 2

your registration updating.-----  
-----

[Document bears the coat of arms of the Federative  
Republic of Brazil]-----  
-----

-----FEDERAL REPUBLIC OF BRAZIL-----

-----NATIONAL REGISTRY OF LEGAL ENTITIES-----

REGISTRATION NUMBER:08.599.701/0001-09-----

HEADQUARTERS-----

-----PROOF OF ENROLLMENT AND OF REGISTRATION STATUS----

OPENING DATE:01/08/2007-----

CORPORATE NAME: TANMARICLAR COMÉRCIO DE VEICULOS LTDA -

ME-----

TITLE OF ESTABLISHMENT (TRADE NAME):\*\*\*\*\*-----

CODE AND DESCRIPTION OF MAIN ECONOMIC ACTIVITY-----

45.11-1-02 - Retail trade of used cars, vans and  
utilities-----

CODE AND DESCRIPTION OF SECONDARY ECONOMIC ACTIVITIES---

45.12-9-02 - Trade of motor vehicles on consignment-----

74.90-1-04 - Brokerage activities and general services

TRANSLATION No. 32370B/2013

pag. 3

**and business commissioning, except real estate-----**

CODE AND DESCRIPTION OF THE LEGAL NATURE-----

**206-2 - LIMITED LIABILITY COMPANY-----**

ADDRESS: **EST INTENDENTE MAGALHAES-----**

NUMBER: 741-----

COMPLEMENT-----

ZIP CODE: **21.330-790-----**

NEIGHBORHOOD / DISTRICT: **VILA VALQUEIRE-----**

CITY: **RIO DE JANEIRO-----**

FU: **RJ-----**

REGISTRATION STATUS: **ACTIVE-----**

DATE OF REGISTRATION STATUS: **01/08/2007-----**

REASON FOR REGISTRATION STATUS-----

SPECIAL SITUATION: **\*\*\*\*\*-----**

DATE OF SPECIAL SITUATION **\*\*\*\*\*-----**

Approved by RFB Normative Instruction No. 1183, August  
19, 2011.-----

Issued on 11/05/2013 at 9:51:53 p.m. (date and time of  
Brasília)-----

TRANSLATION No. 32370B/2013

pag. 4

**Page: 1/1**-----

-----**Return**-----

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I HEREBY DECLARE THAT THE FOREGOING IS A TRUE  
TRANSLATION OF THE ORIGINAL MATTER WRITTEN IN  
PORTUGUESE.-----

Rio de Janeiro, November 18, 2013.

TRANSLATION No. 32370A/2013

pag. 1

I, the undersigned, Sworn Public Translator and Interpreter in and for the City and State of Rio de Janeiro, Federative Republic of Brazil, with JUCERJA registration no. 243 and Brazilian Register of Individual Taxpayer (CPF) no. 297096447-34, with public faith in the entire Brazilian territory, duly appointed by Your Honor Mr. President of the Board of Trade of the State of Rio de Janeiro, DO HEREBY ATTEST AND CERTIFY that a document was presented to me for translation from **PORTUGUESE** into **ENGLISH**, which I have lawfully performed by reason of my official capacity as follows:-----

-----T R A N S L A T I O N: N° 32370A/2013-----

[Document bears coat of arms of the City of Rio de Janeiro]-----

-----780983-----

-----CITY HALL OF RIO DE JANEIRO-----

-----City Treasury Department-----

-----PERMIT-----

City Company Registration NUMBER: 408.735-6-----

NUMBER OF PROCESS: 04.2707592007-----

TRANSLATION No. 32370A/2013

pag. 2

IRLF: 15-----

GRANTED: TANMARICLAR COMERCIO DE VEICULOS LTDA-----

08.599.701/0001-09-----

-----TO BE ESTABLISHED AT-----

ETR INTEND MAGALHAES - 741-----

-----BENTO RIBEIRO-----

-----WITH THE FOLLOWING ACTIVITIES-----

210498-----

COMMISSIONING ON CONSIGNMENT-----

210439-----

COMMERCIAL BROKERAGE-----

420034-----

AUTOMOTIVE VEHICLES -COM VAR-----

NUISANCE AND DAMAGES TO THE NEIGHBORHOOD ARE PROHIBITED-

FORBIDDEN TO USE THE PUBLIC HIGHWAY-----

[Document bears initials]-----

[Document bears stamp of Alexandre Thomé da Silva -

Economic Activities Inspector - Reg.: 11/156.310-5 -

Director of IRLF SMF]-----

RIO DE JANEIRO, OCTOBER 8<sup>th</sup>, 2007.-----

TRANSLATION No. 32370A/2013

pag. 3

NUMBER OF PROCESS: 00042707592007, DATE OF PROCESS:

05/28/07-----  
-----

I HEREBY DECLARE THAT THE FOREGOING IS A TRUE  
TRANSLATION OF THE ORIGINAL MATTER WRITTEN IN  
PORTUGUESE.-----

Rio de Janeiro, November 18, 2013.

TRANSLATION No. 32370D/2013

pag. 1

I, the undersigned, Sworn Public Translator and Interpreter in and for the City and State of Rio de Janeiro, Federative Republic of Brazil, with JUCERJA registration no. 243 and Brazilian Register of Individual Taxpayer (CPF) no. 297096447-34, with public faith in the entire Brazilian territory, duly appointed by Your Honor Mr. President of the Board of Trade of the State of Rio de Janeiro, DO HEREBY ATTEST AND CERTIFY that a document was presented to me for translation from **PORTUGUESE** into **ENGLISH**, which I have lawfully performed by reason of my official capacity as follows:-----

-----TRANSLATION: N° 32370D/2013-----

[There appears letterhead of: Poder Técnica Contábil]---

-----ARTICLES OF ASSOCIATION-----

-----TANMARICLAR COMÉRCIO DE VEÍCULOS LTDA-----

1. OSWALDO LUIZ JEHAYEM LARANJEIRA, Brazilian, born in Rio de Janeiro, RJ, on 01/17/1959, single, businessman, resident and domiciled at Rua Santos Titara, 134, apt 401, Todos os Santos, Rio de Janeiro, RJ, Zip Code No. 20.735-240, bearer of Identity Card under No.

04.651.973-2, IFP/RJ and enrolled with the CPF (Federal Taxpayer Number) under No. 547.755.407-00,-----

2. NELSON LUIZ SANTOS BONFIM, Brazilian, born in Rio de Janeiro, RJ, on 08/10/1967, married under the partial community property system, businessman, resident and domiciled at Rua Piracaia, 150, house 01, Marechal Hermes, Rio de Janeiro, RJ, Zip Code No. 21555-260, bearer of Identity Card No. 07.733.185-8, IFP/RJ and enrolled with the CPF (Federal Taxpayer Number) under No. 954.198.617-04,-----

3. JORGE JEHAYEM LARANGEIRA, Brazilian, born in Rio de Janeiro, RJ, on 04/19/1969, married under the partial community property system, businessman, resident and domiciled at Rua Água Comprida, 215, apt 202, Vila Valqueire, Rio de Janeiro, RJ, Zip Code 21.330-080, bearer of Identity Card No. 08.884.508-6, IFP/RJ and enrolled with the CPF (Federal Taxpayer Number) under No. 014.200.197-08, and-----

4. THADEO NASCIMENTO PEDROSA, Brazilian, born in Rio de Janeiro, RJ, on 04/28/1974, married under the partial community property system, businessman, resident and domiciled at Rua Mirataia, 299, Block 1, apt. 301,

Pechincha, Rio de Janeiro, RJ, Zip Code No. 22.770-190, bearer of Identity Card under No. 10.128.166-5, IFP /RJ, and enrolled with the CPF (Federal Taxpayer Number) under No. 042.523.637-48, constitute a limited liability company - subject to the following clauses:---

Clause One) The company will work under the name of **"Tanmariclar Comércio de Veículos Ltda."**, and will be headquartered in Estrada Intendente Magalhães, No. 741, Vila Valqueire, Rio de Janeiro, RJ, Zip Code 21.330-790.-----

Clause Two) The capital shall be of R\$ 800,000.00 (eight hundred thousand Reais) divided by 80 (eighty) shares of nominal value of R\$ 10,000.00 (ten thousand reais), hereby paid in the currency of the country and thus distributed by the partners:-----

Oswaldo Luiz Jehayem Laranjeira 24 shares: R\$ 240.000,00-----

Jorge Jehayem Laranjeira 24 shares: R\$ 240.000,00-----

Thadeo Nascimento Pedrosa 24 shares: R\$ 240.000,00-----

Nelson Luiz Santos Bonfim 08 shares: R\$ 80.000,00-----

Total Capital: R\$ 800.000,00-----

Clause Three) The object will be: Retail business of

Motor Vehicles, Commercial Brokerage and Commissioning  
on Consignment.-----

Clause Four) The company will start its activities on  
December 1, 2006 and its term of duration is  
undetermined.-----

Clause Five) As shares are indivisible and can not be  
assigned or transferred to any third party without the  
consent of the other members, who are assured, in equal  
conditions and price preferential right for their  
acquisition, if offered for sale, formalizing, if their  
assignment is carried out, the relevant contractual  
change.-----

Clause Six) The liability of each shareholder is  
limited to the value of their shares, but all are  
jointly liable for the payment of the capital.-----

Clause Seven) The administration of the company shall  
be up to the member Oswaldo Luiz Jehayem Laranjeira,  
with management powers and duties, being authorized the  
use of the corporate name, PROHIBITED, nevertheless, in  
unusual activities to the social interest "or assuming"  
obligations, whether in favor of any of the  
shareholders or in favor of third parties, and

burdening or disposing properties of the company,  
without permission of the other members.-----

Clause Eight) At the end of each fiscal year, on  
December 31st, the administrator shall report justified  
accounts of their management, proceeding to the  
preparation of the inventory, of the balance sheet and  
of the balance of economic output, the members being  
entitled, at the proportion to their shares, the  
profits and losses.-----

Clause Nine) In the four months following the end of  
the fiscal year, the members shall deliberate on the  
accounts and appoint administrators, when appropriate.--

Clause Ten) The Company may at any time, open or close  
branches or other dependency upon contract amendment  
signed by all members.-----

Clause Eleven) The members may, by mutual agreement,  
set a monthly withdrawal, on "pro labore basis",  
subject to the relevant regulatory provisions.-----

Clause Twelve) In case any members dies or is  
interdicted, the company will continue its activities  
with the heirs, successors and the incapable person. If  
it is not possible or if there is no interest of these

or of the remaining members, the value of its assets shall be calculated and paid based on the position of the company, on the day of the resolution recorded on the balance sheet specifically prepared.-----

Sole Paragraph - The same procedure will be adopted in other cases in which the company resolves itself in relation to its member.-----

Clause Thirteen) The directors declare under penalty of perjury, that they are not prevented from exercising the management of the company, by special law, or due to criminal conviction, or because they are under the effects of it, to the penalty that prohibits, even if temporarily, access to public offices, or by bankruptcy crime, malfeasance, bribery, embezzlement, or against the economy, or against the national financial system, or against antitrust rules, or against consumer relations, public faith or to the property.-----

Clause Fourteen) It is hereby elected the District Court of this City for the exercise and the fulfillment of the rights and obligations arising from this agreement.-----

IN WITNESS WHEREOF, the Parties hereto sign this

TRANSLATION No. 32370D/2013

pag. 7

instrument in 3 (three) counterparts of equal content  
in the presence of the undersigned witnesses.-----

Rio de Janeiro, November 21st, 2006.-----  
-----

[Signed]-----  
-----

Oswaldo Luiz Jehayem Laranjeira-----

ID Card No. 04.651.973-2, IFP/RJ and CPF No.  
547.755.407-00-----  
-----

[Signed]-----  
-----

Nelson Luiz Santos Bonfim-----

ID Card No. 07.733.185-8, IFP/RJ and CPF No.  
954.198.617-04-----  
-----

[Signed]-----  
-----

Jorge Jehayem Larangeira-----

ID Card No. 08.884.508-6, IFP/RJ and CPF No.  
014.200.197-08-----  
-----

[Signed]-----  
-----

Thadeo Nascimento Pedrosa-----

TRANSLATION No. 32370D/2013

pag. 8

ID Card No. 10.128.166-5, IFP/RJ and CPF 042.523.637-48-

Visa-----  
-----

[Signed]-----  
-----

Amadeu Gomes Deolindo-----

OAB/RJ No. 36.875 - CPF No. 069.252.607-25-----

Witnesses:-----  
-----

[Signed]-----  
-----

Jorge Miguel do Carmo-----

ID Card No. 59481 CRC/RJ - CPF No. 605.003.527-04-----  
-----

[Signed]-----  
-----

Joel Jacob-----

ID Card No. 043635/0-9 CRC/RJ - CPF No. 192.211.937-72--  
-----

[There appears, in vernacular, notarization of  
signature by similarity]-----  
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[Document bears stamp of Registry of Commerce of State  
of Rio de Janeiro]-----  
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I HEREBY DECLARE THAT THE FOREGOING IS A TRUE

TRANSLATION No. 32370D/2013

pag. 9

TRANSLATION OF THE ORIGINAL MATTER WRITTEN IN  
PORTUGUESE.-----

Rio de Janeiro, November 18, 2013.