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(Address)

(City/State/Zip/Phone #)

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2022 JUN -7 PM 3:38  
CLERK OF STATE  
TALLAHASSEE, FL

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** Health Meds Medicamentos do Brasil LLC

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:

Gustavo Havranek

Name of Person

BP Tax Advisory LLC

Firm/Company

848 Brickell Ave Suite 203

Address

Miami/FL 33131

City/State and Zip Code

soportelle@bptax.com

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

For further information concerning this matter, please call:

\_\_\_\_\_ at ( 305 ) 400-4975  
Name of Contact Person      Area Code      Daytime Telephone Number

**Mailing Address:**

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

**Street Address:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$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 TRANSACT BUSINESS  
IN FLORIDA

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

1. Health Meds Medicamentos do Brasil 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. Federative Republic of Brazil  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_  
(FLL 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. 848 Brickell Ave Suite 203  
(Street Address of Principal Office)  
  
Miami, FL  
  
33131

6. 848 Brickell Ave Suite 203  
(Mailing Address)  
  
Miami, FL  
  
33131

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: BP Tax Advisory LLC  
  
Office Address: 848 Brickell Ave Suite 203  
  
Miami, Florida 33131  
(City) (Zip code)

Registered agent's acceptance:

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 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.

Justavo Havaransk  
(Registered agent's signature)

FILED  
2021-07-07 PM 3:38  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

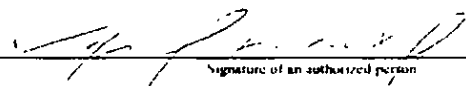
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input checked="" type="checkbox"/> Manager	Name: <u>Leandro Rocha Neto</u>	<input checked="" type="checkbox"/> Manager	Name: <u>William Grutter Lisboa</u>
<input type="checkbox"/> Member	Address: <u>848 Brickell Ave</u>	<input type="checkbox"/> Member	Address: <u>848 Brickell Ave</u>
<input type="checkbox"/> Authorized	Suite 203	<input type="checkbox"/> Authorized	Suite 203
Person	<u>Miami, FL 33131</u>	Person	<u>Miami, FL 33131</u>
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.817.135, F.S.

  
 \_\_\_\_\_  
Signature of an authorized person  
Leandro Rocha Neto  
 \_\_\_\_\_  
Typed or printed name of signer



**REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHBANOVA**

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL - CERTIFIED PUBLIC TRANSLATOR

Idiomal/Language: Inglês - Português/English - Portuguese

Matrícula Jucepe nº 406 - CPF 756 770 758-68

Rua Princesa Isabel nº 206 - Aloisio Pinto - Garanhuns (PE) CEP. 55 292-21 0

Telefone/Phone/Whatsapp +55 11 9 8784 1006 - (87) 92000-9314 - e-mail: dari zhanova@gmail.com (skype: antonio dari)

TRANSLATION No. 95447

BOOK No. 267

PAGE No. 001

I, the undersigned Sworn Translator and Commercial Interpreter, hereby CERTIFY this is the description and faithful translation of a DOCUMENT written in Portuguese, which I translate as follows:

[15<sup>th</sup> Notary Office – Notary: Fernanda de Freitas Leitão]

[Coat of Arms].

MINISTRY OF TREASURY.

Federal Revenue Secretariat of Brazil.

Attorney's General Office of the National Treasury.

**CLEARANCE CERTIFICATE RELATED TO FEDERAL TAXES AND THE ACTIVE  
FEDERAL DEBT**

**Name: HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA**

**CNPJ [Company Taxpayer's Registry]: 35.117.968/0001-87**

Notwithstanding the right of the National Treasury to collect and register any debts under the responsibility of the taxpayer identified above that may be ascertained, it is hereby certified that there are no pending issues in its name related to tax credits administered by the Federal Revenue Service of Brazil (RFB) and the Active Federal Debt (DAU) with the Attorney's General Office of the National Treasury (PGFN).

This certificate is valid for the parent establishment and its branches and, in the case of a federal entity, for all public agencies and funds of the direct administration linked to it. It refers to the situation of the taxpayer under the RFB and PGFN and includes the social contributions provided for in items "a" to "d" of the sole paragraph of art. 11 of Law 8.212, of July 24, 1991.

Acceptance of this certificate is subject to verification of its authenticity on the Internet at <http://rfb.gov.br> or <http://www.pgfn.gov.br>.

Certificate issued free of charge based on Joint Ordinance RFB/PGFN no 1.751, of 10/02/2014.

Issued at 11:48:36 AM on 12/08/2021 <time and date of Brasília>.

Valid until 06/06/2022.

Certificate control code: **A10A.EDB6.FBD4.5F62**

Any erasure or amendment voids this document.

[The document bears the official seal of the 15th Notary Office of Fernanda de Freitas Leitão - Notary, certifying it as true copy according to the original file titled CND RFB - HEALTH MEDS.pdf, dated December 14, 2021, duly signed [illegible signature].]

[Coat of arms].

CNJ - National Council of Justice.

**BRAZIL**

**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

1. Country: FEDERATIVE REPUBLIC OF BRAZIL

This public document: -

2. Has been signed by: Aline Freire da Silva.

3. Acting in the capacity of: Clerk.

4. Bears the seal/stamp of: 15th Notary Office – RJ / EEA60334-DTY.

Certified



REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHBAŃOVA

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL - CERTIFIED PUBLIC TRANSLATOR

Idioma/Language: Inglês - Português/English - Portuguese

Matrícula Jucepe nº 406 • CPF 756 770 758-68

Rua Princesa Isabel nº 206 - Aloriso Pinto - Garanhuns (PE) CEP 55.292-21 0

Telefone/Phone/Whatsapp +55 11 9 8784 1006 - (87) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype: antonio dari)

TRANSLATION No. 95447

BOOK No. 267

PAGE No. 002

5. At: Rio de Janeiro.

6. On December 14, 2021.

7. By: Aline Freire da Silva.

8. No. 1614675-21.

9. Seal/Stamp: [The document bears the stamp of Brazil - *Apostille* - CNJ].

10. Signature: [electronic signature].

Signed: [illegible signature].

Type of document: CERTIFIED COPY OF A DIGITAL FILE - CLEARANCE CERTIFICATE  
RELATED TO FEDERAL TAXES AND THE ACTIVE FEDERAL DEBT.

Name of holder of document: HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA

This *Apostille* certifies only the signature, the capacity of the person signing it and where appropriate, the seal or stamp which the public document bears. It does not certify the content or the document for which it was issued.

The authenticity of this *Apostille* and its electronic signature, along with the underlying public document, may be verified at: -

<https://apostil.org.br>.

This *Apostille* was electronically signed in accordance with Law nº 11.419/2006.

Any questions about this *Apostille* may be directed to the Ombudsman of the CNJ: -

Telephone: (61) 3772-7800.

[servicos@notariado.org.br](mailto:servicos@notariado.org.br).

Please use this QR Code to check the authenticity of this *Apostille* and its electronic signature. A copy of the underlying public document is also accessible from the same page.

[It bears QR code].

Code: -

1614675-21.

CRC: -

FBE40CFB.

[Logo of Apostil].

BR 088641 001429523.



REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
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TRANSLATION No. 95447

BOOK No. 267

PAGE No. 003

Nothing else was contained in said original, which I return with this faithful translation. In witness whereof, I have hereunto set my hand and seal of office. December 15, 2021.

Emoluments according to the law.

This document has been digitally signed by Antonio Dari Antunes Zhbanova.  
To verify the signature, visit the website below and enter the code provided.



Este documento foi assinado digitalmente por Antonio Dari Antunes Zhbanova  
Para verificar as assinaturas vá ao site  
<https://www.portaldeassinaturas.com.br> 443 e utilize o código 1385-EB89-883A-C5E2.



**REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHBAHOVA**

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL - CERTIFIED PUBLIC TRANSLATOR

Idiomal/Language: Inglês - Português/English - Portuguese

Matricula Jucepe nº 406 - CPF 756.770.758-68

Rua Princesa Isabel nº 206 - Aloisio Pinto - Garanhuns (PE) CEP. 55.292-210

Telefone/Phone/Whatsapp - 55 11 9.8784.1006 - (87) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype: antonio dari)

TRANSLATION No. 95448

BOOK No. 267

PAGE No. 001

I, the undersigned Sworn Translator and Commercial Interpreter, hereby CERTIFY this is the description and faithful translation of a DOCUMENT written in Portuguese, which I translate as follows:

[15<sup>th</sup> Notary Office – Notary: Fernanda de Freitas Leitão]

[Logo of JUCERJA].

[QR code].

NIRE (HEAD OFFICE OR BRANCH WHEN THE HEAD OFFICE IS IN ANOTHER STATE).

33.2.1084835-6.

Legal Nature.

Limited Liability Company.

Business Size.

Microenterprise.

Protocol number.

**00-2019/595365-7 JUCERJA.**

Last filed: [blank].

NIRE: 33.2.1084835-6.

Received on 10/08/2019.

Body	Calculated	Paid
Board	404.00	404.00
DNRC	0.00	21.00

HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA ME.

Slip(s): 103197605.

Hash: OAF5E232-031D-4D94-9791-5CF648DCA7F0.

**AUTHENTICATION TERM.**

Name: -

HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA ME.

Act Code	Events		
090	Code	Qty.	Description of Act / Event
	999	1	Contract / No Events (Company)
	315	1	Contract / Microenterprise Category
	XXX	XX	XX
	XXX	XX	XX
	XXX	XX	XX

I HEREBY CERTIFY THE GRANT BY LEILA FLÁVIA RODRIGUES BELEZA UNDER THE NUMBER AND DATE BELOW: -

NIRE / Filing	CNPJ [Company Taxpayer's Registry]	Address / full address abroad	Neighborhood	Municipality	State
33210848356	35.117.968/0001-87	Avenida Nilo Pecanha 00050	Centro	Rio de Janeiro	RJ
00003786695	35.117.968/0001-87	Avenida Nilo Pecanha 00050	Centro	Rio de Janeiro	RJ
XXXXXXXXXX	XX.XXX.XXX/XXXX-XX	XXXXXXXXXXXXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXXXX	XXXXXXXXXX	XX





REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHUBANOVA

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL - *CERTIFIED PUBLIC TRANSLATOR*

Idioma/Language: Inglês - Português/English - Portuguese

Matricula Jucepe nº 406 • CPF 756.770.758-68

Rua Princesa Isabel nº 206 - Aloísio Pinto - Garanhuns (PE) CEP. 55.242-210

Telefone/Phone/Whatsapp +55 11 9 8784 1006 - (87) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype: antonio dari)

TRANSLATION No. 95448

BOOK No. 267

PAGE No. 002

[illegible]

Granted on 10/08/2019 and filed on 10/08/2019.

No. of Pages.

9

Signed: [illegible signature].

Bernardo Feijó Sampaio Berwanger.

GENERAL SECRETARY.

Remark: [blank].

[Coat of Arms].

Presidency of the Republic.

Secretariat for Micro and Small Enterprise.

**Secretariat for Rationalization and Simplification.**

Department of Business Registration and Integration.

Board of Trade of the State of Rio de Janeiro.

NIRE (HEAD OFFICE OR BRANCH WHEN THE HEAD OFFICE IS IN ANOTHER STATE).

XX.XXX.XXX-X.

### Legal Nature.

Limited Liability Company.

### Business Size.

Microenterprise.

Protocol number.

OPENING.

00-2019/595365-7 JUCERJA.

Last filed: [blank].

NIRE: -



REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
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TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL - CERTIFIED PUBLIC TRANSLATOR

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TRANSLATION No. 95448

BOOK No. 267

PAGE No. 003

HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA.

10/08/2019 - 2:41:16 PM.

Body	Calculated	Paid
Board	404.00	404.00
DNRC	0.00	21.00

Slip(s): 103197635.

Hash: OAF5E232-051D.4D94-9791-5CF648DCA7F0.

[Barcode].

REQUEST.

Honorable President of the Board of Trade of the State of Rio de Janeiro.

HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA.

requests your approval of the following act: -

Act Code	Events
090	Code Qty. Description of Act / Event
	999 1 Contract / Opening Matrix
	315 1 Contract / Microenterprise Category
	XXX XX XX
	XXX XX XX
	XXX XX XX

Legal representative of the company

Name:	Leandro Rocha Neto
Signature:	Signed: [illegible signature].
Contact telephone number:	21-99912-1230
E-mail:	leandro.neto@hmeds.com.br
Document Type:	Hybrid
Date created:	09/30/2019
Date of 1st entry:	

Place [blank].

Date [blank].

[Barcode].

CONTRACT OF INCORPORATION OF: -

HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA.

**WILLIAM GRUTTER LISBOA**, Brazilian, born in the state of Rio de Janeiro, on May 5, 1975, divorced, engineer, bearer of CPF [Individual Taxpayer's Registry] under no. 043.055.467-28, bearer of identity card no. 097933113, issued by IFP/RJ and bearer of CNH [Driver's License] under no. 00655087030, issued by DETRAN/RJ, resident and domiciled at Rua Professor Coutinho Fróis, no. 155, Apto. 202, CEP [Zip Code]: 22.620-360, Barra da Tijuca, Rio de Janeiro/RJ; -

**LEANDRO ROCHA NETO**, Brazilian, born in the State of Rio de Janeiro, on November 17, 1977, married under partial community property system, lawyer, bearer of CPF under no. 077.343.227-27, bearer



REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
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TRADUTOR PÚBLICO E INTERPRETE COMERCIAL - CERTIFIED PUBLIC TRANSLATOR

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Matricula Jucepe nº 406 • CPF 756.770.758-68

Rua Princesa Isabel nº 206 - Aloisio Pinto - Garanhuns (PE) CEP 55.292-210

Telefone/Phone/Whatsapp +55 11 9 8784 1006 - (87) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype: antonio dari)

TRANSLATION No. 95448

BOOK No. 267

PAGE No. 004

of identity card no. 123.112, issued by OAB/RJ, resident and domiciled at Avenida Atlântica, no. 900, Apto. 802, CEP: 22.010-000, Copacabana, Rio de Janeiro/RJ, incorporate a limited liability company, by means of the following clauses: -

**CLAUSE ONE - CORPORATE NAME AND HEADQUARTERS**

The Company is organized under the corporate name "HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA." and shall have its headquarters and domicile at Avenida Nilo Peçanha, nº 50, Grupo 1701, CEP: 20.020-906, Centro, Rio de Janeiro/RJ, which will use the trade name: "HEALTH MEDS".

**CLAUSE TWO - CAPITAL STOCK**

The Capital Stock will be BRL 12.000.00 (twelve thousand reais) divided into 12.000 (twelve thousand) shares of nominal value of BRL 1.00 (one real) each, paid in, hereby, in Brazilian currency, by the partners:

PARTNERS	%	SHARES	TOTAL VALUE
WILLIAM GRUTTER LISBOA	50	6.000	BRL 6.000.00
LEANDRO ROCHA NETO	50	6.000	BRL 6.000.00
<b>TOTAL</b>	<b>100</b>	<b>12.000</b>	<b>BRL 12.000.00</b>

**CLAUSE THREE - PURPOSE**

The purpose of the Company is commercial representation on behalf of third parties; commercial intermediation; wholesale trade of pharmaceutical and medicinal products; customs brokerage services; representation of companies; virtual office services; wholesale trade of veterinary products.

**Coding of economic activities: -**

**4619200** - Commercial representatives and agents for general merchandise trade in non-specialized.

**7020400** - Business management consulting activities, except specific technical consulting.

**4644301** - Wholesale of medicines and drugs for human use.

**4644302** - Wholesale of medicines and drugs for veterinary use.

**5250801** - Shipping agent.

**4618401** - Commercial representatives and agents of the commerce of medicines, cosmetics and perfumery products.

**8211300** - Combined office and administrative support services.

**CLAUSE FOUR - TERM**

The Company shall commence its activities as of the date of filing, and its duration is indefinite.

**CLAUSE FIVE - ASSIGNMENT AND TRANSFER OF SHARES**

The shares are indivisible and may not be assigned or transferred to third parties without the consent of the other partner, to whom it is ensured, under equal conditions and price, preemptive right for their acquisition if offered for sale, formalizing, if their assignment is made, the relevant contractual amendment.

**SOLE PARAGRAPH** - The liability of each partner is restricted to the value of their shares, but all are jointly liable for the payment of the capital stock.

**CLAUSE SIX - MANAGEMENT**

The Company's management shall be the responsibility of the partners **LEANDRO ROCHA NETO** and **WILLIAM GRUTTER LISBOA**, with the powers and duties to practice all acts pertaining to the management of the company, and they may hire and fire employees, sign correspondence, open and operate bank accounts, buy, sell, sign contracts, in short consolidate all acts necessary for the good and perfect



REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHBANOVA

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL - CERTIFIED PUBLIC TRANSLATOR

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Rua Princesa Isabel nº 206 - Aloisio Pinto - Garanhuns (PE) CEP. 55.292-21 0

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TRANSLATION No. 95448

BOOK No. 267

PAGE No. 005

progress of the company, also entitled to use the corporate name, but forbidden, however, to engage in activities alien to the corporate interest or to assume obligations in favor of any of the shareholders or third parties, as well as to encumber or dispose of the company's real estate assets, without authorization from the other partner.

**SOLE PARAGRAPH** - To open and operate bank accounts, take out any type of loan, buy, encumber or dispose of real estate, these must always be done jointly or separately by the partners **LEANDRO ROCHA NETO** and **WILLIAM GRUTTER LISBOA**.

**CLAUSE SEVEN - WITHDRAWALS**

The "pro-labore" withdrawals intended for the partners' private expenses shall be stipulated by mutual agreement among them, never exceeding the limits established by the law that regulates the matter, it is understood that the withdrawals shall be debited from the account of general and administrative expenses of the company.

**CLAUSE EIGHT - PARTNER WITHDRAWAL**

The partner who wishes to withdraw from the Company shall manifest his intention by means of a registered letter or extrajudicial or judicial notification.

**PARAGRAPH ONE** - The calculation of the assets of the withdrawing partner shall be based on a special balance sheet, with base date on the date of receipt by the Company of the withdrawal notice and shall consider the current value of the assets of the Company.

**PARAGRAPH TWO** - The assets of the withdrawing partner shall be paid by the Company in 3 (three) monthly installments, with the first installment falling due in 10 (ten) days from the date of the communication of withdrawal.

**CLAUSE NINE - CONTINUITY OF THE COMPANY**

The Partnership shall not be dissolved by withdrawal, death of any of the partners, incapacity, insolvency, dissent, or exclusion. In case of death of one of the partners, it will be up to the remaining partner(s) to decide on the continuation of the Company with the heir or heirs of the deceased partner, provided that they comply with the applicable legal and regulatory requirements.

**PARAGRAPH ONE** - The rules for calculation and payment of assets of withdrawing partners, set forth in the previous clause, shall apply to the heirs of the deceased partner who do not join the Company.

**PARAGRAPH TWO** - The contractual amendment referring to the recompositing of the social chart due to death shall be instructed with the proof of communication to the heirs/administrator of the probate estate and, if possible, a receipt of settlement of assets or form of liquidation.

**CLAUSE TEN - CERTIFICATE OF CLEARANCE**

The partners, **WILLIAM GRUTTER LISBOA** and **LEANDRO ROCHA NETO**, declare, under the penalty of the Law, that they are not impeded from exercising the company's management, by special Law, or by virtue of criminal conviction, or for being under the effects thereof, a penalty that prohibits, even temporarily the access to public positions, or by bankruptcy crime of prevarication, bribery, graft, embezzlement, or against the popular economy, against the national financial system, against competition defense rules, against consumption relations, authority to attest documents, or property.

**CLAUSE ELEVEN - JURISDICTION**

The courts of the City of Rio de Janeiro - RJ are hereby elected for the exercise and performance of the rights and obligations resulting from this contract. In witness whereof, in the presence of the witnesses below, the parties have signed this instrument in one (1) counterpart to produce the due and legal effects.



REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHBAKOVA

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Matricula Jucepe nº 406 • CPF 756.770.758-68

Rua Princesa Isabel nº 206 - Aloisio Pinto - Garanhuns (PE) CEP. 55.292-210

Telefone/Phone/Whatsapp +55 11 9 8784 1006 - (87) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype: antonio dari)

TRANSLATION No. 95448

BOOK No. 267

PAGE No. 006

Rio de Janeiro, October 08, 2019.

Signed: [illegible signature].

**WILLIAM GRUTTER LISBOA.**

Signed: [illegible signature].

**LEANDRO ROCHA NETO.**

Witnesses: -

1st Signed: [illegible signature].

Name: Débora [illegible] de Resende.

RG: 206-968 OAB/RJ.

2nd Signed: [illegible signature].

Name: Larissa Rohana Pinheiro.

RG: 29032422-7.

[It bears initials in all pages].

Presidency of the Republic.

Secretariat for Micro and Small Enterprise.

Secretariat for Rationalization and Simplification.

Department of Business Registration and Integration.

BOARD OF TRADE OF THE STATE OF RIO DE JANEIRO.

**DECLARATION OF ME [Microenterprise] CATEGORY**

Mr. President of the Board of Trade of the State of Rio de Janeiro.

HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA, with head office at AVENIDA NILO PECANHA, 00050, GRP 1701, CENTRO, RIO DE JANEIRO, RJ, CEP: 20.020-906, requests you the filing of this instrument and declares, under the penalties of the Law, that it fits in the condition of MICROENTERPRISE, in the terms of Complementary Law No. 123, of 12/14/2006.

Act 090 - Contract.

Event: 315 - Microenterprise Category.

RIO DE JANEIRO, September 11, 2019.

Signed: [illegible signature].

Partner - WILLIAM GRUTTER LISBOA.

Signed: [illegible signature].

Partner - LEANDRO ROCHA NETO.

For the exclusive use of the Board of Trade: -

GRANTED ON [blank].

Registration Label [blank].

Viability: [it bears a code].

10/04/2019.

Basic Entry Document.

[Coat of Arms].

FEDERATIVE REPUBLIC OF BRAZIL.

NATIONAL REGISTER OF LEGAL ENTITIES - CNPJ.

CNPJ BASIC ENTRY DOCUMENT.

The analysis and acceptance of this document will be carried out by the following body: -



REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHBANOVA

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TRANSLATION No. 95448

BOOK No. 267

PAGE No. 007

• Board of Trade of the State of Rio de Janeiro.

REDESIM PROTOCOL RJP1900197848.

01. IDENTIFICATION.

COMPANY NAME (company or name).

HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA.

CNPJ REGISTRATION NUMBER.

\*\*\*\*\*

2. REASON FOR FILLING OUT THE LIST OF REQUESTED EVENTS / DATE OF THE EVENT.

101 registrations of the first establishment.

Partners and Administrators – QSA.

Control Number: RJ76984815 – 00007734322727.

3. DOCUMENTS PRESENTED.

X FCPJ X QSA.

04. IDENTIFICATION OF THE REPRESENTATIVE.

NAME OF REPRESENTATIVE.

CPF [TAXPAYER ID] OF REPRESENTATIVE.

[Blank].

05. IDENTIFICATION OF THE REPRESENTATIVE OF THE LEGAL ENTITY.

X Responsible [blank] Agent.

NAME.

LEANDRO ROCHA NETO.

CPF.

077.343.227-27.

PLACE AND DATE.

Rio, October 08, 2019.

SIGNATURE (with notarized signature).

Signed: [illegible signature].

06. CERTIFICATION OF SIGNATURE.

NOTARY'S IDENTIFICATION.

07. RECEIPT OF DELIVERY.

STAMP WITH DATE AND SIGNATURE OF THE CLERK OF THE REGISTRATION UNIT

[www.receita.fazenda.gov.br/PessoaJuridica/CNPJ/fcpj/dbc.asp](http://www.receita.fazenda.gov.br/PessoaJuridica/CNPJ/fcpj/dbc.asp).

Board of Trade of the State of Rio de Janeiro.

Company: HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA.

NIRE: 332.1084835-6 Protocol: 00-2019/595365-7 Protocol date: 10/8/2019.

I HEREBY CERTIFY THE FILE on 10/08/2019 UNDER NUMBER 33210848356, 00003786695 and others contained in the authentication term.

Authentication:

5F906A88A08AE819FF146C1D979118A79B1EE6ACE221F1F4E76CC9CA6C528DE7.

To validate the document, go to <http://www.jucerja.rj.gov.br/servico/chanceladigital>, enter the protocol number.

[Logo of JUCERJA – Digitally signed].



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Rua Princesa Isabel nº 206 - Aloisio Pinto - Garanhuns (PE) CEP: 55 292-21 0

Telefone/Phone/Whatsapp +55 11 9 8784 1006 – (87) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype: antonio dari)

TRANSLATION No. 95448

BOOK No. 267

PAGE No. 008

[The document bears the official seal of the 15th Notary Office of Fernanda de Freitas Leitão - Notary, certifying it as true copy according to the original file titled HEALTH MEDS CONTRATO SOCIAL JUCERJA.pdf, dated December 14, 2021, duly signed [illegible signature].]

[Coat of arms].

CNJ - National Council of Justice.

**BRAZIL**

**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

1. Country: FEDERATIVE REPUBLIC OF BRAZIL

This public document: -

2. Has been signed by: Aline Freire da Silva.

3. Acting in the capacity of: Clerk.

4. Bears the seal/stamp of: 15th Notary Office – RJ / EEAE60301-DJH to EEAE60309-DGP.

Certified

5. At: Rio de Janeiro.

6. On December 14, 2021.

7. By: Aline Freire da Silva.

8. No. 1614561-21.

9. Seal/Stamp: [The document bears the stamp of Brazil – Apostille - CNJ].

10. Signature: [electronic signature].

Signed: [illegible signature].

Type of document: CERTIFIED COPY OF A DIGITAL FILE – SOCIAL CONTRACT.

Name of holder of document: HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA ME.

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ANTONIO DARI ANTUNES ZHBANOVA

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Idioma/Language Inglês - Português/English - Portuguese

Matrícula Jucepe nº 406 • CPF 756 770 758-68

Rua Princesa Isabel nº 206 - Aloísio Pinto - Garanhuns (PE) CEP: 55.292-210

Telefone/Phone/Whatsapp +55 11 9 8784 1006 - (87) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype antonio.dari)

TRANSLATION No. 95448

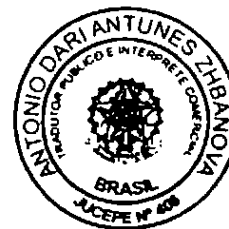
BOOK No. 267

PAGE No. 009

Nothing else was contained in said original, which I return with this faithful translation. In witness whereof, I have hereunto set my hand and seal of office, December 15, 2021.

Emoluments according to the law.

This document has been digitally signed by Antonio Dari Antunes Zhbanova.  
To verify the signature, visit the website below and enter the code provided.



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<https://www.portaldeassinaturas.com.br> 443 e utilize o código 4964-E9FC-13D8-3642.





**REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHIBANOVA**

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL - *CERTIFIED PUBLIC TRANSLATOR*

Idioma/Language: Inglês - Português/*English - Portuguese*

Matricula Jucepe nº 406 • CPF 756.770.758-68

Rua Princesa Isabel nº 206 - Aloisio Pinto - Garanhuns (PE) CEP. 55.292-210

Telefone/Phone/Whatsapp +55 11 9 8784 1006 - (S7) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype: antonio dari)

TRANSLATION No. 95446

BOOK No. 267

PAGE No. 001

I, the undersigned Sworn Translator and Commercial Interpreter, hereby CERTIFY this is the description and faithful translation of a DOCUMENT written in Portuguese, which I translate as follows:

[15<sup>th</sup> Notary Office – Notary: Fernanda de Freitas Leitão]  
12/09/2021 12:48 PM

**FEDERATIVE REPUBLIC OF BRAZIL  
NATIONAL REGISTER OF LEGAL ENTITIES**

[Coat of Arms]

REGISTRATION NUMBER	PROOF OF REGISTRATION AND STATUS REGISTRATION	DATE OF OPENING
35.117.968/0001-87 PARENT COMPANY		10/8/2019

COMPANY NAME

**HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA**

TITLE OF THE ESTABLISHMENT (TRADE NAME)

SIZE

**HEALTH MEDS**

**ME**

CODE AND DESCRIPTION OF THE MAIN ECONOMIC ACTIVITY

**46.19-2-00 - Sales representatives and general merchandise trade agents not specialized**

CODE AND DESCRIPTION OF THE SECONDARY ECONOMIC ACTIVITIES

**46.18-4-01 - Commercial representatives and agents of the commerce of medicines, cosmetics and perfumery products**

**46.44-3-01 - Wholesale of medicines and drugs for human use**

**46.44-3-02 - Wholesale of medicines and drugs for veterinary use**

**52.50-8-01 - Shipping agent**

**70.20-4-00 - Business management consulting activities, except specific technical consulting**

**82.11-3-00 - Combined office and administrative support services**

CODE AND DESCRIPTION OF LEGAL NATURE

**206-2 - Limited Liability Company**

ADDRESS

NUMBER SECOND ADDRESS LINE

**AV NILO PECANHA**

**00050 GRP 1701**

CEP [ZIP CODE] NEIGHBORHOOD/DISTRICT

MUNICIPALITY

STATE

**20.020-906 CENTRO**

**RIO DE JANEIRO**

**RJ**

ELECTRONIC ADDRESS

PHONE

**WILLIAM.GRUTTER75@GMAIL.COM**

**(21) 7685-4988**

RESPONSIBLE FEDERATIVE ENTITY (EFR)

\*\*\*\*\*



**REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHBAHOVA**

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL - CERTIFIED PUBLIC TRANSLATOR

Idioma/Language: Inglês - Português/English - Portuguese

Matrícula Jucepe nº 406 • CPF 756.770.758-68

Rua Princesa Isabel nº 206 - Aloisio Pinto - Garanhuns (PE) CEP: 55.292-21.0

Telefone/Phone/Whatsapp - 55 11 9 8784 1006 - (87) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype: antonio dari)

TRANSLATION No. 95446

BOOK No. 267

PAGE No. 002

<p>REGISTRATION SITUATION <b>ACTIVE</b></p>	<p>DATE OF REGISTRATION SITUATION <b>10/8/2019</b></p>
<p>REASON FOR REGISTRATION SITUATION [blank]</p>	
<p>SPECIAL SITUATION *****</p>	<p>SPECIAL SITUATION DATE *****</p>
<p>Approved by RFB Normative Instruction No. 1.863, of December 27, 2018. Issued on 12/9/2021 at 12:48:24 PM (Brasilia date and time). [The document bears the official seal of the 15th Notary Office of Fernanda de Freitas Leitão - Notary, certifying it as true copy according to the original file titled HEALTH MEDS CNPJ.pdf, dated December 14, 2021, duly signed [illegible signature].] [Coat of arms]. CNJ - National Council of Justice.</p>	
<p><b>BRAZIL</b> <b>APOSTILLE</b> <i>(Convention de La Haye du 5 octobre 1961)</i></p>	
<p>1. Country: FEDERATIVE REPUBLIC OF BRAZIL This public document: - 2. Has been signed by: Aline Freire da Silva. 3. Acting in the capacity of: Clerk. 4. Bears the seal/stamp of: 15th Notary Office – RJ / EEAE60300-DVG. <div style="text-align: center;">Certified</div> 5. At: Rio de Janeiro. 6. On December 14, 2021. 7. By: Aline Freire da Silva. 8. No. 1614632-21. 9. Seal/Stamp: [The document bears the stamp of Brazil – Apostille - CNJ]. 10. Signature: [electronic signature]. Signed: [illegible signature]. Type of document: CERTIFIED COPY OF A DIGITAL FILE – NATIONAL REGISTRY OF LEGAL ENTITIES. Name of holder of document: HEALTH MEDS MEDICAMENTOS DO BRASIL LTDA This <i>Apostille</i> certifies only the signature, the capacity of the person signing it and where appropriate, the seal or stamp which the public document bears. It does not certify the content or the document for which it was issued. The authenticity of this <i>Apostille</i> and its electronic signature, along with the underlying public document, may be verified at: - <a href="https://apostil.org.br">https://apostil.org.br</a>. This <i>Apostille</i> was electronically signed in accordance with Law nº 11.419/2006. Any questions about this <i>Apostille</i> may be directed to the Ombudsman of the CNJ: - Telephone: (61) 3772-7800.</p>	



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FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHBANOVA

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Rua Princesa Isabel nº 206 - Aloisio Pinto - Garanhuns (PE) CEP 55 292-210

Telefone/Phone/Whatsapp +55 11 9 8784 1006 - (87) 92000-9314 - e-mail: dari.zhbanova@gmail.com (skype: antonio dari)

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PAGE No. 003

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CRC: -

643AFFDB.

[Logo of Apostil].

BR 088641 001429522.

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Emoluments according to the law.

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<https://www.portaldeassinaturas.com.br/443> e utilize o código 9A3B-89C6-6440-01C9