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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/02/01--01103--011
*****87.50 *****87.50

SUBJECT: Unicorp USA Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Elizabeth Bydalek
Name (Printed or typed)

8815 Conroy-Windermere Rd. #170
Address

Orlando, Florida 32835
City, State & Zip

(407) 909-8889
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB 25

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

UNICORP USA Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

8815 Conroy-Windermere Rd. #170
Orlando, Florida 32835

ARTICLE II TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the date of filing of these articles with the Florida Department of State.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VI POWERS

The corporation shall have the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name;
- (c) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing, or affixing it or in any other manner reproducing it;
- (d) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (e) To sell, convey, mortgage, pledge, create a security in, lease, exchange and otherwise dispose of all or part of its property;
- (f) To lend money to, and to use its credit to assist, its officers and employees to the full extent permitted by law;

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- (g) To make contracts and guarantee, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (h) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with, shares or other interests in, or obligations of, any other entity;
- (i) To lend money, invest and reinvest its funds, and receive and hold real personal property as security for payment;
- (j) To conduct its business, locate offices and exercise the powers granted by this act within or without this state;
- (k) To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensations, and lend them money and credit;
- (l) To make and amend bylaws, not inconsistent with the Articles of Incorporation; or with the laws of the state, for managing the business and regulating the affairs of the Corporation;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business that will aid governmental policy;
- (o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents and for any or all of the current or former directors, officers, employees and agents of its subsidiaries;
- (p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and



- (q) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other entity;
- (r) To make payments or donations or do any act not inconsistent with law that furthers the business and affairs of the corporation;

ARTICLE V SHARES

The number of shares of the stock is:

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value stock, which shall be designated Common Shares.

ARTICLE VI SALE OR TRANSFER OF SHARES

- (a) Current Stockholders will have first bid, at fair market value, of all company shares to be sold;
- (b) The shares to be sold will be offered equally to all remaining stockholders at fair market value first through a certified letter;
- (c) No individual, promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other entity may obtain more than a 48% stock holding interest, unless authorized by the principal shareholders;

ARTICLE VII INITIAL OFFICERS/DIRECTORS

The name(s) and Address(es):

This Corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

Manoel Fernandes - CEO
8815 Conroy-Windermere Rd. #170
Orlando, Florida 32835

Elizabeth Bydalek - CFO
8815 Conroy-Windermere Rd. #170
Orlando, Florida 32835

ARTICLE VIII REGISTERED AGENT

The name and Florida Street address of the registered agent is:

Elizabeth Bydalek
8815 Conroy-Windermere Rd. #170
Orlando, Florida 32835

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

Elizabeth Bydalek
8815 Conroy-Windermere Rd. #170
Orlando, Florida 32835

ARTICLE X AMENDMENT

These articles of Incorporation may be amended in the manner provided by law.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as a registered agent and agree to act in this capacity.



Elizabeth Bydalek – Registered Agent

1/20/2001

Monday, January 20, 2001



Elizabeth Bydalek - Incorporator

1/20/2001

Monday, January 20, 2001