

TRANSMITTAL LETTER

P01000022355

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

SUBJECT: Souza Brazilian Restaurant, Inc.  
(Proposed corporate name - must include suffix)

900003791249--1  
-03/01/01--01067--024  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

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

☐ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
ADDITIONAL COPY REQUIRED

FROM: Accounting Services Of Orlando, Inc.  
Name (Printed or typed)

1005 W. Oak Ridge Suite #1  
Address

Orlando, Florida 32809  
City, State & Zip

(407) 850-0518  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

Check # 6793  
for \$75.00 returned  
with filed articles  
BL 3-2-01

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

W01-4415  
REGISTER MAR 2 2001

**ARTICLES OF INCORPORATION**  
of  
**Souza Brazilian Restaurant, Inc.**

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

**ARTICLE I**  
**CORPORATE NAME**

The name of the Corporation is **Souza Brazilian Restaurant, Inc.**

**ARTICLE II**  
**PURPOSE**

The general nature of the business to transacted by this corporation shall be:

- A) To engage in any activities or business permitted under the laws of The United States and Florida.
- B) To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.
- C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants, and any and all structures and erections which may at any time necessary, useful, or advantageous in the judgement of the Board of Directors, for the purpose of the Corporations, and which can lawfully be done.
- D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge, or otherwise encumber the lands, buildings, real property, chattels, real, and other property of the corporation, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.
- E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money mortgages on personal or real property or on either of them.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kind of property, whether real or personal, not prohibited or specifically exceted by law, and to do and prosecute any facts or things to or in connection with the carrying on of the business of the corporation.
- G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebttness of any corporation, domestic or fereign, and while the holder thereof, to exercise all the rights and privileges of owenership, including the right to vote thereon, and issue in exchange its own, bonds and other obligations.
- H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any business, good will rigths, assts or liabilities of any person, firm association of corporation carrying on any kind the same as or of similar nature yto that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.
- I) To all such acts and things as are incident or conducive to the premises.
- J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other States or territories of the United States, or in the Distric of Columbia and the dependencies of the United States of in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporatio, or to promote any of the subjects of objects for which the corporation is formed.
- K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the genaral powers of the corporation may engage in any act or activity for which corporation may be organized under the General Corporation Act of the State of Florida

### ARTICLE III

#### REGISTERED OFFICE/AGENT

The street address of the Corporation's initial registered office and corporations principal office in the State of Florida is **7385 Moss Grove Cr.** and the name of the initial registered agent of this corporation at that adress is **Clovis Souza.**

**ARTICLE IV**  
**AUTHORIZED CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is 100 shares, \$1.00 parvalue. All the aforementioned stock is to be issued as fully paid for and exempt from assessment. The capital stock may be paid for in money, property, labor, or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

**ARTICLE V**  
**PROVISIONS**

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

**ARTICLE VI**  
**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is one ( 1 ) director.

The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows:

Name  
**Clovis Souza**  
**President / Director**

Address  
**7385 Moss Grove Cr.**  
**Winter Park, Florida 32714**

IN WITNESS THEREOF, the undersigned incorporators has executed these Articles of  
Incorporation on this, the 22 day of February, 2001.

Clovis Souza

**Clovis Souza**

**President / Director / Incorporator**

**FILED**

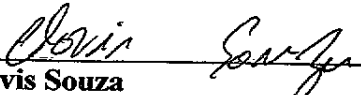
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

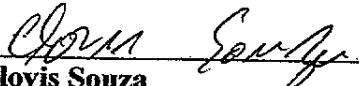
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared **Clovis Souza**, known to me and known by me to be the person who, as Incorporator of **Souza Brazilian Restaurant, Inc.**, and he acknowledge before me that he executed those Articles of Incorporation.

  
\_\_\_\_\_  
**Clovis Souza**

Before me, a Notary Public authorized in the State and County set forth above, personally appeared **Clovis Souza**, Known to me and known by me to be the person who, as Registered Agent of **Souza Brazilian Restaurant, Inc.** accepts the obligations and duties of the position of Registered Agent.

  
\_\_\_\_\_  
**Clovis Souza**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22, Day of February 2001.

  
\_\_\_\_\_  
**ORLANDO PEREZ**  
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

