

P01000050859

LAZARUS CORPORATE FILING SERVICE

Requester's Name

3320 S.W. 87th AVENUE

Address

MIAMI, FLORIDA

(305) 552-5973

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FSG International USA Corp
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED
01 MAY 22 PM 3:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

900004219969--6
05/18/01 01062--013
*****78.75 *****78.75

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

CR2E031(7/97)

5/22
Examiner's Initials *VP*

W01-11120
W01-11130

FILED
01 MAY 22 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FSG INTERNATIONAL USA CORP.

ARTICLE I

The name of this corporation shall be:
FSG INTERNATIONAL USA CORP.

With the principal place of business located at:
9842 NOB HILL LANE
SUNRISE, FL 33351

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida..

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V
INITIAL REGISTERED OFFICE**

The street address of the registered office of this Corporation is:
1500 Bay Road # 1024
Miami Beach, FL 33139

The Name of the initial REGISTERED AGENT of this Corporation is:
T & D WINNERS CORP.

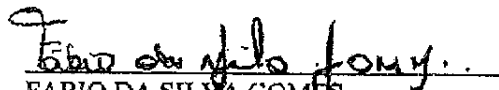
**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This Corporation shall have 2(two) Directors initially, the number of Directors may be either increased or diminished from time to time according to the bylaws, but shall never be less than one(1). The initial Directors of this Corporation are:

President -	Fabio da Silva Gomes
Vice - President -	Alessandra Pereira de Castro Gomes
Secretary -	Alessandra Pereira de Castro Gomes

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing this article is:


FABIO DA SILVA GOMES
1298 NW 85TH TERRACE,
Coral Spring, FL 33071

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

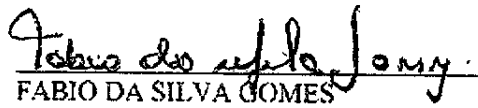
**ARTICLE IX
MANAGEMENT OF CORPORATION**

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the President and the shareholders of this Corporation.

**ARTICLE X
BY LAWS**

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporators has executed these Articles of Incorporation this 10th of May 2001.


FABIO DA SILVA GOMES
1298 NW 85TH TERRACE,
Coral Spring, FL 33071

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

FSG INTERNATIONAL USA CORP
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,
WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE,
STATE OF FLORIDA HAS APPOINTED:

T & D WINNERS CORP.
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
FSG INTERNATIONAL USA CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE
CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO
COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 10TH DAY OF MAY, 2001

Registered Agent


~~TANIA GASCAIS~~
T & D WINNERS CORP.

FILED
01 MAY 22 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA