

# P02000031490

## TRANSMITTAL LETTER

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

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-03/18/02--01049--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: PRETZELS USA, INC.  
(Proposed corporate name)

EFFECTIVE DATE  
3-14-02

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142  
ORLANDO, FLORIDA 32809  
(407) 856-1906

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 18 AM 9:44

Note: Additional copy of Articles is needed only when certified copy is requested.

m 3/25

EFFECTIVE DATE

3-14-02

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DIVISION OF CORPORATIONS

02 MAR 18 AM 9:44

ARTICLES OF INCORPORATION  
OF  
PRETZELS USA, INC.

ARTICLE I - NAME

The name of this Corporation is PRETZELS USA, INC.  
initial address: 6149 Westgate Drive Apt. 833, Orlando, Florida 32835.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing  
on March 14, 2002.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted  
under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares  
of Ten (\$10.00) Dollar par value common stock, which shall be  
designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and  
office of this Corporation is Alexandre Martins Powell,  
6149 Westgate Drive Apt. 833, Orlando, Florida 32835.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Three (3) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Alexandre Martins Powell	6149 Westgate Drive Apt. 833 Orlando, Florida 32835
Fernando Kwasnicka	6149 Westgate Drive Apt. 833 Orlando, Florida 32835
Luiz Alberto Penna	6149 Westgate Drive Apt. 833 Orlando, Florida 32835

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the

price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is

Alexandre Martins Powell, 6149 Westgate Drive Apt. 833, Orlando,  
Florida 32835.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of March, 2002.

  
\_\_\_\_\_  
Alexandre Martins Powell, Director

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 14th DAY OF March, 2002.

By   
\_\_\_\_\_  
Alexandre Martins Powell, Registered Agent

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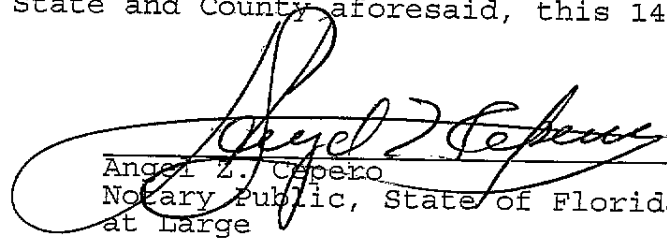
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Alexandre Martins Powell, known to me and known by me to be the person who, as Incorporator of PRETZELS USA, INC., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Alexandre Martins Powell, known to me and known by me to be the person who, as Registered Agent of PRETZELS USA, INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th, day of March, 2002.

  
Angel Z. Cepero  
Notary Public, State of Florida  
at Large

My Commission Expires:



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DIVISION OF CORPORATIONS  
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