

PO2000126496

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☐ PICK-UP

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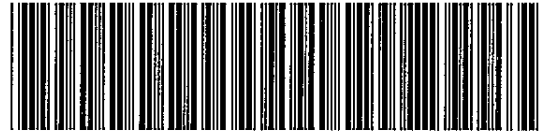
(Business Entity Name)

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02 DEC -2 PM 2:41
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TALLAHASSEE FLORIDA

95
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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. VAL-USA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

VAL-USA, INC.

FILED
02 DEC -2 PM 2:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I - NAME

The name of this corporation is: VAL-USA, INC.

ARTICLE II - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, each having a par value of no par, which shall be designated as common shares.

ARTICLE V - ADDRESS

The street address and mailing address of the registered office of this Corporation is:

2000 SOUTH DIXIE HIGHWAY, SUITE 100-M, MIAMI, FLORIDA 33133
and the name of the initial registered agent of this corporation at that address is:

MICHEL HUYSMAN, ATTORNEY AT LAW

who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than one (1). The name and address of the initial director of this corporation is:

VINICIUS EURICO FORNARI FILHO

The principal corporate office is at:

2000 S. DIXIE HIGHWAY, SUITE 100M, MIAMI, FL 33133.

ARTICLE VII - SUBSCRIBERS

The name and address of the Incorporator signing these Articles of Incorporation is:

VINICIUS EURICO FORNARI FILHO, 51 SW 11TH STREET, SUITE 820, MIAMI,

FL 33130.

ARTICLE VIII - ALIENATION OF SHARES

No shareholder of the Corporation may sell or transfer his shares to another without first offering them to the other shareholders of the Corporation, and he must offer them at the same price.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE X - DIRECTORS' COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation,



INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared
VINICIUS EURICO FORNARI FILHO, to me well known and known to me to
be the individual described herein and who executed the foregoing
Articles of Incorporation, and acknowledged before me that he
executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the County and State
named above, this 12TH day of November, 2002.

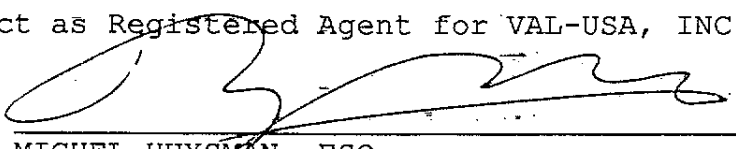


NOTARY PUBLIC, State of Florida at Large
My Commission Expires



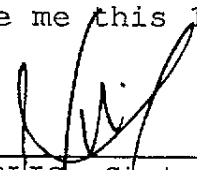
Michel Huysman
MY COMMISSION # DD010119 EXPIRES
May 2, 2005
HUBBARD & HUBBARD, INC.

THE UNDERSIGNED hereby notifies that he has accepted the
position and agrees to act as Registered Agent for VAL-USA, INC.



MICHEL HUYSMAN, ESQ.

SWORN TO and subscribed before me this 12TH day of November,
2002.



NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

