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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
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**FLORIDA PROFIT CORPORATION OR P.A.**  
**VIA BRASIL RESTAURANT, CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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## **ARTICLES OF INCORPORATION**

### **ARTICLE I - NAME**

THE NAME OF THIS CORPORATION IS:

**VIA BRASIL RESTAURANT, CORP.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**18685 WEST DIXIE HIGHWAY  
NORTH MIAMI, FLORIDA 33180**

### **ARTICLE II - PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

### **ARTICLE III - CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 10,000 SHARES OF ONE-DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

### **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:

**18685 WEST DIXIE HIGHWAY  
NORTH MIAMI, FLORIDA 33180**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**JOE MENEZES**

Articles of Incorporation of: **VIA BRASIL RESTAURANT, CORP.**  
Prepared by: **Guillermo Ubieta, Jr.**  
8201 North West 66<sup>TH</sup> Street Suite 3 & 4  
Miami, Florida 33166

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**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE 1 DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ ARE:

**JOE MENEZES**  
**PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER & DIRECTOR**

**ARTICLE VII – INCORPORATOR**

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**JOE MENEZES**

**18685 WEST DIXIE HIGHWAY**  
**NORTH MIAMI, FLORIDA 33180**

**ARTICLE VIII – INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE IX – MANAGEMENT OF CORPORATION SHAREHOLDERS**

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 DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE X – BY LAWS**

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 7<sup>TH</sup> DAY OF APRIL OF 2003.

  
\_\_\_\_\_  
**JOE MENEZES**  
Incorporator

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

**WITNESSETH:**

THAT VIA BRASIL RESTAURANT, CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED JOE MENEZES, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF VIA BRASIL RESTAURANT, 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 7<sup>TH</sup> DAY OF APRIL, 2003.

  
\_\_\_\_\_  
JOE MENEZES  
Registered Agent

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