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04 MAR 15 PM 2:19
TALLAHASSEE, FLORIDA

✓
3/18/04

TRANSMITTAL LETTER

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

SUBJECT: A & A BRAZIL, CORP.
(Proposed corporate name - must include suffix)

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ANGELO ROMANO
Name (Printed or typed)

100 BAY VIEW DRIVE STE 814, SUNNY ISLES, FL. 33160
Address

SUNNY ISLES, FL. 33160
City, State & Zip

305-933-4420
Daytime Telephone number

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

**CERTIFICATE OF INCORPORATION
OF**

We, the undersigned subscribers to these articles of incorporation, natural persons, are of legal age and of sound mind, and are competent to contract, hereby form of Corporation under the Laws of State of Florida.

FILED
JAN 15 PM 2:19
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I, NAME OF CORPORATION:

The name of the Corporation shall be:

A & A BRAZIL, CORP.

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purposes to be transacted and carried on are,

To conduct any and all business not prohibited by the laws of the United States And State of Florida.

To conduct business in, have one or more offices, IMPORTER & EXPORTER CLOTHES BEACH WEAR.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business.

of the State of Florida, or any other state government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The Maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 30,000 shares at \$1.00 par value. Such Stocks may be issued by the Corporation from time to time for such considerations as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 100 shares common stock, and the amount of Capital with which Corporation shall commence business not less than SIX THOUSAND DOLLARS (\$6,000).

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be **100 BAY VIEW DRIVE STE 814
SUNNY ISLES, FL. 33160**

principal place of business, or the place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall continue a quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, INCORPORATOR:

The name and post office address of the members of the First Board of Director, who, subject to the provision of the Certificate of Incorporation, the by-laws of Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, as follows:



ANGELO ROMANO
PRESIDENT



Signature / Incorporator
ANGELO ROMANO

March 11, 2004

Date

ARTICLE IX, INITIAL REGISTERED AGENT AND STREET ADDRESS:

**ANGELO ROMANO
100 BAY VIEW DRIVE STE 814
SUNNY ISLES, FL. 33160**

The Proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscribers to the capital stock and the number of the shares subscribed for are as follows:

6,000 SHARES AT \$1.00

ARTICLE X, OFFICERS:

The names and post office addresses of the officers, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of the Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

**PRESIDENT
ANGELO ROMANO
100 BAY VIEW DRIVE STE 814
SUNNY ISLES, FL. 33160**

ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all the Directors and all the stockholders sign a written statemnt manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock an Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on the 11 day of **MARCH, 2004** .


**ANGELO ROMANO
PRESIDENT**

ed
LLAHASSEE, FLORIDA

**OFFICIAL NOTARY SEAL
FEDERICO MINAYA**

COMMISSION NUMBER
DD111364

MY COMMISSION EXPIRES
MAY 10, 2006

03/11/04 Date