

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

F&R UNIVERSAL, CORP

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION

OF

F&R UNIVERSAL CORP

The undersigned hereby associate us together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights privileges immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

F&R UNIVERSAL CORP

ARTICLE II

*The corporation will engage in any activity or business permitted under the laws of the
State of Florida and the United States of America.*

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

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ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 5206 METROWEST BLVD # 304 - ORLANDO - FL 32811. The board of directors may from time move the principal office to any other address in the State of Florida. The registered address of the corporation is 5206 METROWEST BLVD # 304, ORLANDO, FL 32811. The registered agent at the address is LUIS FERNANDO F. DURIGON.

ARTICLE VIII

A board of directors consisting of no less than one or more than five directors shall manage the business of the corporation. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done

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and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

**LUIS FERNANDO F. DURIGON
PRESIDENT**

**5206 METROWEST BLVD # 304
ORLANDO, FL 32811**

**RENATO A. TOZO
VICE-PRESIDENT**

**5206 METROWEST BLVD # 304
ORLANDO, FL 32811**

ARTICLE X

**THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO
THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE
SERVICE THE BENEFITS PROVIDED THEREUNDER.
IN WITNESS WHEREOF, WE THE INCORPORATOR HEREUNTO SET
OUR HANDS AND SEALS, THIS 13 OF FEBRUARY OF 2005.**


**LUIS FERNANDO F. DURIGON
5206 METROWEST BLVD # 304
ORLANDO, FL 32811**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHO PROCESS MAY BE SERVED.**

*Pursuant to the provisions of the section 607.0501, Florida Statutes, the
Undersigned Corporation organized under the laws of State of Florida.*

*The name of the corporation is **F&R UNIVERSAL, CORP** desiring to
organize or qualify under the laws of the State of Florida, with its principal
place of business at city Of Orlando, State of Florida has named: **LUIS
FERNANDO F. DURIGON** located at **5206 METROWEST BLVD # 304,
ORLANDO, FL, 32811** agent to accept process in State of Florida County
of **ORANGE**.*

*Having been named as registered agent and to accept service of process for
the above stated corporation at the place designated in this certificate, I
hereby accept the appointment as registered agent and agree to act in this
capacity. I further agree to comply with the provisions of all statutes relating
to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my positions as Registered Agent..*


LUIS FERNANDO F. DURIGON
REGISTERED AGENT