

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

**GUIGO BRAZILIAN-AMERICAN CUISINE, INC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION**

**OF**

**GUIGO BRAZILIAN-AMERICAN CUISINE, INC**

*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:*

**GUIGO BRAZILIAN-AMERICAN CUISINE, INC**

**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: 242 CRABTREE AVE, ORLANDO, FL 32835. 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 242 CRABTREE AVE, ORLANDO FL 32835. The registered agent at the address is MARLENE GONCALVES.*

#### **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:*

**MARLENE GONCALVES**  
**PRESIDENT**

**242 CRABTREE AVE**  
**ORLANDO, FL 32835**

**PRISCILA PROTTI**  
**VICE-PRESIDENT**

**242 CRABTREE AVE**  
**ORLANDO, FL 32835**

**EDUARDO PROTTI**  
**DIRECTOR**

**242 CRABTREE AVE**  
**ORLANDO, FL 32835**

**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 17 OF OCTOBER OF 2007.**

  
**MARLENE GONCALVES**  
**242 CRABTREE AVE**  
**ORLANDO, FL 32835**

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**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  
Understgined Corporation organized under the laws of State of Florida.*

*The name of the corporation is **GUIGO BRAZILIAN-AMERICAN  
CUISINE, INC.**, desiring to organize or qualify under the laws of the State  
of Florida, with its principal place of business at city Of Pompano Beach,  
State of Florida has named: **MARLENE GONCALVES** located at **252  
CRABTREE AVE, ORLANDO, FL 32835** 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.*

*Marlene Goncalves*  
**MARLENE GONCALVES**  
**REGISTERED AGENT**

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**FILED**