

Division of Corporations

<https://efile.sunbiz.org/scripts/efilcovr.exe>

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000115078 3)))



H080001150783ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

RECEIVED APR 29 2008

From:

Account Name : TAX HOUSE CORPORATION
Account Number : I20000000137
Phone : (954) 782-4000
Fax Number : (954) 782-8252

FLORIDA PROFIT/NON PROFIT CORPORATION

VISUALIZE USA, CORP.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 APR 29 AM 11:15

APPROVED
AND
FILED

H08000115078 3**ARTICLES OF INCORPORATION OF:****VISUALIZE USA, CORP.**

The undersigned subscriber to these Articles of Incorporation is a Natural Person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **VISUALIZE USA, CORP.**
(Hereinafter, "Corporation").

ARTICLE II - DURATION / TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - NATURE / PURPOSE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

IV.1 This Corporation is authorized to issue **1,000 shares** of **\$1.00** per value common stock that shall be designated to "Common Shares".

IV.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may redeem advisable in connection with such issuance.

IV.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter now or hereafter authorized, for such consideration as the Board of Director(s) may redeem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.

IV.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any non issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

APPROVED
AND
FILED
08 APR 29 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Boon Raton
9525 Marina Blvd / 19th St. - Sta.400
Boca Raton, FL 33425
Phone (561) 807-5580
Fax (561) 807-5581

Deerfield Beach
1100 S. Federal Hwy
Deerfield Beach, FL 33441
Phone (561) 892-1800
Fax (561) 892-1801

Fort Myers
11801 S. Cleveland Ave - Sta.8
Fort Myers, FL 33907
Phone (941) 866-2040
Fax (941) 866-2041

Pompano Beach
3528 N. Federal Hwy
Pompano Beach, FL 33064
Phone (954) 882-1850
Fax (954) 882-1851

H08000115078 3**ARTICLE V LOCATION**

The Street, Address, City and State in which the principal office of the corporation is to be located are **20725 NE 16th Ave Unit A-4 - Miami, FL 33179**. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator of this Corporation is:

NAME**ADDRESS**

Tax House Corporation
Breno R. Gomes, Incorporator

1100 S. Federal Hwy. Second Floor
Deerfield Beach, FL 33064

ARTICLE VII AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE VIII LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.



Boca Raton
2625 Marina Blvd / 18th St. - Ste. 400
Boca Raton, FL 33428
Phone (561) 807-5990
Fax (561) 807-5561

Deerfield Beach
1100 S. Federal Hwy
Deerfield Beach, FL 33441
Phone (954) 882-1800
Fax (954) 882-1801

Fort Myers
11601 S. Cleveland Ave - Ste. B
Fort Myers, FL 33907
Phone (941) 886-2040
Fax (941) 886-2041

Pompano Beach
3020 N. Federal Hwy
Pompano Beach, FL 33064
Phone (954) 682-1650
Fax (954) 682-1651

H08000115078 3**ARTICLE IX POWER OF CORPORATION**

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XII REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII INITIAL REGISTERED OFFICE / AGENT & INCORPORATOR

The street address of the initial registered office of this corporation is **1100 S Federal Hwy. Second Floor • Deerfield Beach • Florida • 33441** and the name of the initial registered agent of this corporation at that address is **Tax House Corporation**.

ARTICLE XIV BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.



Boca Raton
9825 Marine Blvd / 1st Fl. - Ste 400
Boca Raton, FL 33428
Phone (561) 807-6566
Fax (561) 807-5581

Deerfield Beach
1100 S. Federal Hwy
Deerfield Beach, FL 33441
Phone (954) 892-1800
Fax (954) 892-1801

Fort Myers
11501 S. Cleveland Ave - Ste. 8
Fort Myers, FL 33907
Phone (941) 866-2040
Fax (941) 866-2041

Pompano Beach
3028 N. Federal Hwy
Pompano Beach, FL 33064
Phone (954) 892-1850
Fax (954) 892-1851

H08000115078 3**ARTICLE XV EFFECTIVE DATE OF INCORPORATION**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI INITIAL BOARD OF DIRECTORS OF INCORPORATION

The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name(s) and address (es) of the director(s) of the initial Board of Directors is (are):

NAME	ADDRESS
Fernando Lima President	20725 NE 16th Ave Unit A-4 Miami, FL 33179
Henrique Blutaumuller Vice-President	20725 NE 16th Ave Unit A-4 Miami, FL 33179

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this **April 29, 2008**.



Tax House Corporation
Breno Gomes, Incorporator



Boca Raton
3623 Marina Blvd / 10th St - Ste 400
Boca Raton, FL 33423
Phone (561) 807-5500
Fax (561) 807-5581

Deerfield Beach
1100 S. Federal Hwy
Deerfield Beach, FL 33441
Phone (561) 892-1800
Fax (561) 892-1801

Fort Myers
11001 S. Cleveland Ave - Ste 8
Fort Myers, FL 33907
Phone (941) 868-2040
Fax (941) 868-2041

Pompano Beach
3829 N. Federal Hwy
Pompano Beach, FL 33064
Phone (954) 882-1850
Fax (954) 882-1851

H08000115078 3

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is ***VISUALIZE USA, CORP.***
2. The name and address of the registered agent and office is:

TAX HOUSE CORPORATION

Registered Agent

1100 S Federal Hwy. - Second Floor

Address

Deerfield Beach, FL 33441

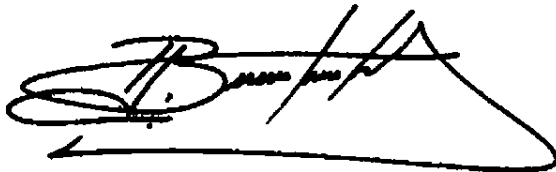
City - State - Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 APR 29 AM 11:15

APPROVED
AND
FILED

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 the 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 position as registered agent.



Breno R. Gomes - President (Signature)

April 29, 2008

(Date)



Boca Raton
9825 Marine Blvd / 19th St - Ste. 400
Boca Raton, FL 33428
Phone (561) 807-5580
Fax (561) 807-5581

Deerfield Beach
1100 S. Federal Hwy
Deerfield Beach, FL 33441
Phone (954) 882-1800
Fax (954) 882-1801

Fort Myers
11801 S. Cleveland Ave - Ste. 5
Fort Myers, FL 33907
Phone (841) 888-2040
Fax (841) 888-2041

Pompano Beach
3825 N. Federal Hwy
Pompano Beach, FL 33064
Phone (954) 882-1850
Fax (954) 882-1851