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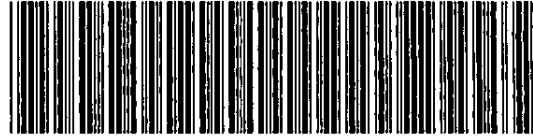
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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13 MAR 15 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: **TBA BUSINESS & TELECOM, INC.**

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: **CRISTIANA S. BAAS, CPA**

Name (Printed or typed)

**5300 W HILLSBORO BLVD STE 217**

Address

**COCONUT CREEK, FL 33073**

City, State & Zip

**954-421-7300**

Daytime Telephone number

**CCASAPAVA@GTATAX.COM**

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

The undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

### **ARTICLE I - NAME**

The name of the corporation shall be **TBA BUSINESS & TELECOM, INC.**

### **ARTICLE II - ACTIVITY**

The may engage in any and all legal business activities permitted under the laws of the United States and the State of Florida.

### **ARTICLE III - SHARES**

The corporation is authorized to issue one thousand (1,000) shares of common stock, at ONE 00/100 (\$1.00) par value common stock. Each outstanding share, regardless of class shall be entitled to one vote.

### **ARTICLE IV - AMOUNT OF INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business will not be less than three hundred thousand (\$300,000) dollars.

### **ARTICLE V - EXISTENCE**

This Corporation is to have perpetual existence.

### **ARTICLE VI - PRINCIPAL OFFICE**

The principal office of this Corporation shall be at:

1411 Saint Gabirelle Lane, #3505  
Weston, FL 33315

### **ARTICLE VII - BOARD OF DIRECTORS**

The number of the board of directors of the Corporation shall not be less than one person. No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors. The name and address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the by-laws and the acts of the legislature, shall hold office for the first year of the Corporation's existence, or until his successor is elected and shall be duly qualified is:

**Bruno Anicio Pereira.....Director-President**  
**1411 Saint Gabirelle Lane, #3505**  
**Weston, FL 33315**

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#### **ARTICLE VIII - SHAREHOLDERS**

The affirmative vote of a majority of shareholders of the Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The initial shareholders of the Corporation are:

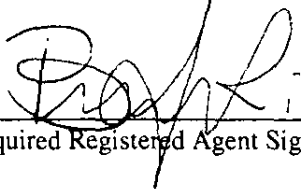
**B & F Empreendimentos e Consultoria LTDA EPP.....100%**  
**Rua Moacyr Saudino No 271**  
**3 andar, Box 30**  
**Centro**  
**Alfredo Chaves, ES, CEP 29.240-000**

#### **ARTICLE IX - REGISTERED AGENT**

The name and Florida street address of the registered agent is:

**Bruno Anicio Pereira**  
**1411 Saint Gabirelle Lane, #3505**  
**Weston, FL 33315**

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Required Registered Agent Signature

  
\_\_\_\_\_  
Date

#### **ARTICLE X - LIMITATIONS OF CORPORATE STOCK**

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a shareholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose or said meeting.

#### **ARTICLE XI - FURTHER RIGHTS**

The corporation shall have the further right and power to, from time to time, determine whether and to what extent at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or officers in addition to the foregoing and in additions to the power authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of

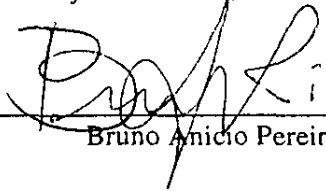
Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

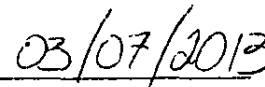
**ARTICLE XII - INCORPORATORS**

The name and address of the incorporator is:

**Bruno Anicio Pereira  
1411 Saint Gabirelle Lane, #3505  
Weston, FL 33315**

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Bruno Anicio Pereira

  
\_\_\_\_\_  
Date

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