## Florida Department of State

Division of Corporations 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.

(((H14000033956 3)))



H140000339583ABC+

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

From:

Account Name : DESPACHANTE BRASILEIRO

Account Number: 120020000075 Phone: (954)786-7180 Fax Number: (954)786-8250

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address:

KECELVED FEB 12 PN 4: U

# FLORIDA PROFIT/NON PROFIT CORPORATION TI-PAGOS USA, INC.

Certificate of Status	1
Certified Copy	0
Page Count	. 01
Estimated Charge	\$78.75

x 02/13/14

Electronic Filing Menu

Corporate Filing Menu

Help

PAGE 01/10

2/12/2014 1:28:13 PM PAGE 1/001 Fax Server



February 12, 2014

FLORIDA DEPARTMENT OF STATE : Division of Corporations

DESPACHANTE BRASILEIRO

SUBJECT: TI-PAGOS USA, INC.

REF: W14000009319

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang Regulatory Specialist II New Filing Section FAX Aud. #: E14000033956 Letter Number: 014A00003213 I-TI-PAGOS USA, INC.

## ARTICLES OF INCORPORATION TI-PAGOS USA, INC.

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.

#### <u>ARTICLE 1 – NAME</u>

The name of the Corporation is TI-PAGOS USA, INC., (hereinafter, "Corporation").

#### ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### <u>ARTICLE 3 – PRINCIPAL OFFICE.</u>

The address of the principal office of this Corporation is 19555 E Country Club Drive # 308, Aventura, FL 33180 and the mailing address is the same.

#### <u>ARTICLE 4 – INCORPORATOR</u>

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

Juliana Aquilino 3961 N. Federal Hwy Pompano Beach - Florida 33064

#### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President/Treasurer: Eurico Ferreira Rangel Junior

Vice-President:

Anderson Cicotoste

Director:

Ricardo Laurence Tadeu Barletti

Secretary:

Linconl Moraes Rocha

Whose addresses shall be the same as the principal office of the Corporation.

## DESPACHANTE BRASILEIRO

3961 N. FEDERAL HWY. • POMPANO BEACH • FL • 33064

TELEPHONE: (954) 786-7180 • FACSIMILE: (954) 786-8250

II - TI-PAGOS USA, INC.

#### ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Director:

Eurico Ferreira Rangel Junior

Director:

Anderson Cicotoste

Director:

Ricardo Laurence Tadeu Barletti

Whose addresses shall be the same as the principal office of the Corporation.

#### ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock 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 deem advisable in connection with such issuance.
- 7.3 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 authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un 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.

#### ARTICLE 8- SHAREHOLDERS'RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### ARTICLE 9 - POWERS OF CORPORATION

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

## DESPACHANTE BRASILEIRO

III - TI-PAGOS USA, INC.

#### ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 11 - REGISTERED OWNER(S)

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 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.

75% Percent of Shares are Owned by TI-PAGOS PAGADORIA DE AUTONOMOS LTDA. Its address is Calcada das Rosas, 11 - Centro Comercial Alphaville - Barueri - SP - Brazil 06453-029.

25% Percent of Shares are Owned by RICARDO LAURENCE TADEU BARLETTI, resident and domiciled at Rua Simao Dias da Fonseca, 56, Cambuci, Sao Paulo, SP, Brazil 01539-020.

#### ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is:

DESPACHANTE BRASILEIRO 3961 N FEDERAL HWY POMPANO BEACH, FL 33064

#### **ARTICLE 13 - 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 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.

#### ARTICLE 14 - EFFECTIVE DATE

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

#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter

## **DESPACHANTE BRASILEIRO**

3961 N. FEDERAL HWY. • POMPANO BEACH. • FL • 33064

TELEPHONE: (954) 786-7180 • FACSIMILE: (954) 786-8250

FEB 12 PH 2: 23

IV - TI-PAGOS USA, INC.

Juliana Aquilino – Incorporator

prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing articles of Incorporation under the laws of the State of Florida, this February 10<sup>th</sup>, 2014

## ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

DESPACHANTE BRASILEIRO, having a business office identical with registered office of the Corporation name above, and having been designated as the registered agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the positions of Registered Agent in the above and foregoing articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent under the applicable provisions of the Florida Statues.

By:

Juliana Aquilino, Manager

Pompano Beach, February, 10th, 2014

EURICO FERREIRA RANGEL JUNIOR - PRESIDENT

ANDERSON CICOTOSTE - VICE PRESIDENT

RICARDO LAURENCE TADEU BARLETTI - DIRECTOR

### DESPACHANTE BRASILEIRO

3961 N. FEDERAL HWY. • POMPANO BEACH • FL • 33064