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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
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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 refile 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. #: H14000033956
Letter Number: 014A00003213

I - TI-PAGOS USA, INC.

ARTICLES OF INCORPORATION OF 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.

ARTICLE 1 - NAME

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.

ARTICLE 3 - PRINCIPAL OFFICE

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.

ARTICLE 4 - INCORPORATOR

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: Lincoln Moraes Rocha

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

RECORDED
14 FEB 12 PM 12:23
STATE OF FLORIDA

DESPACHANTE BRASILEIRO

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

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

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MILWAUKEE, WISCONSIN

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 Calçada 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

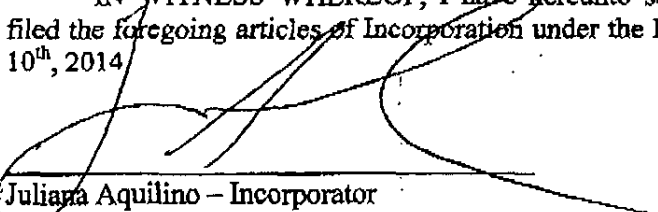
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IV - TI-PAGOS USA, INC.

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 10th, 2014


Juliana Aquilino - Incorporator

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 Statutes.

DESPACHANTE BRASILEIRO

By: 
Juliana Aquilino, Manager

Pompano Beach, February, 10th, 2014


EURICO FERREIRA RANGEL JUNIOR - PRESIDENT


ANDERSON CICOTOSTE - VICE PRESIDENT


RICARDO LAURENCE TADEU BARLETTI - DIRECTOR

14 FEB 12 PM 12:23
MILWAUKEE, WI 53102

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