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Fax Number : (850)617-6381

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Account Number : I20070000037

Phone

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Fax Number

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## FLORIDA PROFIT/NON PROFIT CORPORATION COMPUSOFTWARE, CORP.

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June 24, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EAGLE TAX REPRESENTATION, CORP

SUBJECT: COMPUSOFTWARE, CORP.

REF: W14000039256

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 name of the entity must be identical throughout the document.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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

Thomas Chang Regulatory Specialist II New Filing Section FAX Aud. #: H14000149241 Letter Number: 614A00013636

5493 Wiles Road Suite 105 Coconut Creek, FL - 33073

Phone: (954) 532-3842 - 1-866-3TAX HELP - Fax: (954) 532-3847

# ARTICLES OF INCORPORATION OF: COMPUSOFTWARE, 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.

14 JUN 24 AN ID 47
SECRETARY OF STATE
TALLARYSSEE, FLORIDA

#### **ARTICLE 1 - NAME**

The name of this corporation is: COMPUSOFTWARE, 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 which 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 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 unissued stock from 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.

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#### **ARTICLE Y - LOCATION**

The Street, Address, City and State in which the principal offices of the corporation are too be located are 7777 Glades Road – STE 100, Boca Raton, FL - 33434. The Board off-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 - INITIAL DIRECTOR(S) AND/OR OFFICER(S)

The name and street addresses of the Corporation's Initial Director/Officer(s) are:

NAME	ADDRESS	SHARES	
Bruna Boner Léo Silva President	Rua Ministro Azavedo 38, Apt 3305 São Paulo, SP - Brazil - 01410-001	31.08%	
Camila Lyra de Faro Director	· SQS 202, BL L, Apt 204 Brasilia, DF – Brazil – 70232-120	0.01%	
Fernando A. Fontes Rodrigues Director	SHIN, QL 07, unit 02, Casa 17 Brasília, DF – Brazil – 71515-020	1.84%	
Karina Boner Léo Silva Director	SQS 305, B1 F, Apt 403 Brasília, DF – Brazil – 70352-060	31.08%	
Mariana Boner Léo Lacombe Director	SQN 109, Bl G, Apt 401 Brasília, DF – Brazil – 70752-070	31.08%	
Paulo César Lopes Azevedo Director	Quadra 104, Unit 8/10, Bl A, Apt 1101 Brasília, DF – Brazil – 71909-180	4.92%	
George Dagher Director	10265 Brookville Lane Boca Raton, FL - 33428	0.00%	

#### **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.

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#### <u> ARTICLE VIII - LIMITATIONS ON CORPORATE STOCK</u>

- 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.

#### 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 them.

## **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.

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The street address of the initial registered office of this corporation is 5493 Wiles Road Ste 105 - Coconut Creek, FL - 33073, and the name of the initial registered agent of this corporation at that address is Eagle Tax Representation, Corp.

#### **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.

#### 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 XVII - INCORPORATOR**

The street address of the incorporator is 5493 Wiles Road - Ste 105 - Coconut Creek, FL - 33073, and the name of the incorporator at that address is Eagle Tax Representation, Corp

EAGLETAX REPRESENTANTION, CORP

Paulo Oliveira - Sole Incorporator

## 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:

COMPUSOFTWARE, CORP.

5493 Wiles Road Suite 105 Coconut Creek, FL - 33073

Phone: (954) 532-3842 - 1-866-3TAX HELP - Fax: (954) 532-3847

2.The name and	i address	of the	registered	agent and	office	is:
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Eagle Tax Representation, Corp

President

5493 Wiles Road - STE 105

Address

Coconut Creek, FL 33073

City - State - Zip

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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 position as registered agent.

Paulo Oliveira President