

6/12/2018

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FLORIDA PROFIT/NON PROFIT CORPORATION ACC USA INC.

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**ARTICLES OF INCORPORATION
OF
ACC USA INC.**

Pursuant to the provisions of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned incorporator, for the purposes of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation is ACC USA INC. (the "Corporation").

**ARTICLE 2
DURATION, PLACE OF BUSINESS AND MAILING ADDRESS**

The period of duration of the Corporation is perpetual and its principal place of business is located at 1451 Mercado Avenue, Coral Gables, Florida 33146. The Corporation's mailing address will be at 1451 Mercado Avenue, Coral Gables, Florida 33146. The Corporation may also maintain an office or offices at such other place or places, either within or without the State of Florida as may be determined, from time to time, by the Board of Directors.

**ARTICLE 3
PURPOSE**

The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE 4
SHARES OF STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred Thousand (100,000), all of which are to be common stock with par value of \$1.00 per share.

**ARTICLE 5
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be located at 1451 Mercado Avenue, Coral Gables, Florida 33146, or at such location as may be determined by the Corporation's Board of Directors, and the corporation's registered agent shall be Alexandre Mello de Cerqueira Cesar.

**ARTICLE 6
DIRECTORS AND MANAGEMENT**

Subject to the provisions of the Florida Business Corporation Act, the following provisions are adopted for the management of the business and for the conduct of the affairs of the

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Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

6.1. The names of the Corporation's Directors are:

Alexandre Mello de Cerqueira Cesar

6.2. The number of directors of the corporation constituting the Board of Directors may be fixed by the bylaws.

6.3. The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, without any action of or by the stockholders, except as otherwise provided by statute or by the bylaws.

ARTICLE 7
LIMITATION OF DIRECTORS' LIABILITY

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under the Florida Business Corporation Act.

ARTICLE 8
INCORPORATOR

The name of the incorporator is Bruna Barbosa, Esq., whose address is 407 Lincoln Road PH-NE, Miami Beach, FL 33139.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation on this 12th day of June 2018.

/s/ Bruna Barbosa
Bruna Barbosa, Esq.
Incorporator

ACC USA INC.
ACCEPTANCE OF THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for ACC USA Inc.

/s/ Alexandre Melo de Cerqueira Cesar
Alexandre Mello de Cerqueira Cesar

Date: June 12, 2018

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