

P950000 66975

Charter Number Only

8/29/95

Knightbridge Consultants

Requester's Name

155 S MIAMI AVE P11-1

Address

MIAMI FL 33130

City

State

ZIP

Phone

539-1029A

VALIDATION ONLY

95 AUG 30 PM 1:29

SECRETARIAT OF THE  
TALLAHASSEE

1995 AUG 30 PM 1:29

FILED

100001578531

-08/30/95--01029--005

\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

PROMUCAR PI, CORP.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> After 4:30
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

EMPIRE Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**  
**OF**  
**PROMOCARPI, CORP.**

FILED  
1995 AUG 30 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 **PROMOCARPI, CORP.**

**ARTICLE II - ACTIVITY**

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

**ARTICLE III - MAXIMUM SHARES**

The maximum shares of stock, at ten cents (\$0.10) par value, that this Corporation is authorized to have outstanding at any time is **One Thousand (1,000) shares.**

**ARTICLE IV - AMOUNT OF INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business will not be less than **One hundred dollars (\$100.00) Dollars.**

**ARTICLE V - CAPITAL STOCK**

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

**ARTICLE VI - EXISTENCE**

This Corporation is to have perpetual existence.

**ARTICLE VII - PRINCIPAL OFFICE**

The principal office of this Corporation shall be at:

**2451 BRICKELL AVENUE - NO. 5-L  
MIAMI, FLORIDA 33129-2419**

**ARTICLE VIII - BOARD OF DIRECTORS**

The number of the board of directors of the Corporation shall not be less than one person. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of 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:

**NANCY CARPI BORGES. . . . . Director/President  
2451 BRICKELL AVENUE - NO. 5-L  
MIAMI, FLORIDA 33129-2419**

**ANGELA OLIVIA CARPI BORGES. . . . . Director/Vice-President  
2451 BRICKELL AVENUE - NO. 5-L  
MIAMI, FLORIDA 33129-2419**

**MARIA APARECIDA CARPI BORGES. . . . . Director/Secretary-Treasurer  
2451 BRICKELL AVENUE - NO. 5-L  
MIAMI, FLORIDA 33129-2419**

**ARTICLE IX - SHAREHOLDERS**

The names and post office addresses of each shareholder to the articles of incorporation are as follows:

**J. BORGES IMPORTAÇÃO, INDÚSTRIA E COMÉRCIO LTDA. . . . . 550 Shares**  
**RUA CASSANDOCA, 738**  
**SÃO PAULO, SP, BRAZIL**

**NANCY CARPI BORGES. . . . . 150 Shares**  
**2451 BRICKELL AVENUE - NO. 5-L**  
**MIAMI, FLORIDA 33129-2419**

**ANGELA OLIVIA CARPI BORGES . . . . . 150 Shares**  
**2451 BRICKELL AVENUE - NO. 5-L**  
**MIAMI, FLORIDA 33129-2419**

**MARIA APARECIDA CARPI BORGES. . . . . 150 Shares**  
**2451 BRICKELL AVENUE - NO. 5-L**  
**MIAMI, FLORIDA 33129-2419**

**ARTICLE X - INCORPORATORS**

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

**NANCY CARPI BORGES**  
**2451 BRICKELL AVENUE - NO. 5-L**  
**MIAMI, FLORIDA 33129-2419**

**ANGELA OLIVIA CARPI BORGES**  
**2451 BRICKELL AVENUE - NO. 5-L**  
**MIAMI, FLORIDA 33129-2419**

**MARIA APARECIDA CARPI BORGES**  
**2451 BRICKELL AVENUE - NO. 5-L**  
**MIAMI, FLORIDA 33129-2419**

#### **ARTICLE XI - 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 stockholder 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 at said meeting.

#### **ARTICLE XII - 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 addition to the powers 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.

The undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as hereinstated.

Subscribed at Miami, Dade County, Florida, this 28 day of AUGUST, 1995.

Nancy Carpi Borges  
NANCY CARPI BORGES

Angela Olivia Carpi Borges  
ANGELA OLIVIA CARPI BORGES

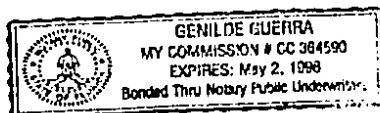
Maria Aparecida Carpi Borges  
MARIA APARECIDA CARPI BORGES

STATE OF FLORIDA     |  
                             |     SS.  
COUNTY OF DADE     |

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **NANCY CARPI BORGES, ANGELA OLIVIA CARPI BORGES and MARIA APARECIDA CARPI BORGES** who, after showing Passport as identity and being duly sworn by me, depose and say that they signed the above foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 28 day of AUGUST, 1995.

My commission expires:



[Signature]  
Notary Public, State of Florida

**CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That **PROMOCARPI, CORP.** is qualified to do business under the laws of the State of Florida, with its principal office at **2451 BRICKELL AVENUE, NO. 5-L - MIAMI, FLORIDA 33129-2419** and has appointed **NANCY CARPI BORGES**, at the same principal office address as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
**NANCY CARPI BORGES**  
Registered Agent

**FILED**  
JUN 30 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PROMOCARPI CORP.



## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: PROMEXARPI, CORP.

SECOND: The articles of incorporation were filed on: 08-30-1995

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 07 day of OCTOBER, 1997

Signature

Nancy G. Borges  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

NANCY G. BORGES

(Typed or printed name)

DIRECTOR / PRESIDENT

(Title)

P95000066975

DIVISION OF CORPORATIONS  
P.O. BOX 6327, TALLAHASSEE  
FL, 32314 -(850)487-6050

October 07, 1997.

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-10/13/97--01082--007  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

THIS LETTER IS TO INFORM YOU THAT WE ARE SENDING A CHECK N°  
1096 TRANSATLANTIC BANK -MIAMI, FL IN THE AMOUNT OF: \$96.25  
PAYING:

- THE FILING FEE FOR THE ARTICLES OF DISSOLUTION \$35.00.
- CERTIFIED COPIES OF THE DISSOLUTION \$52.50.
- CERTIFICATE STATUS \$8.75.

OUR RETURN ADDRESS IS: 2451, BRICKELL AV. APT 5L  
MIAMI, FL 33129-2419

TELEPHONE NUMBER: (305)858-6834.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 OCT 13 AM 10:09

APPROVED  
AND  
FILED

CORDIALY

NANCY C. BORGES

PROMOCARPI CORP.

P95000066975  
FL Diss  
288

10-13-97

Auth Copy  
Cert of Sta

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Signature

Nancy C. Borges  
(By the chairman or vice chairman of the board, president, or other officer - If there are no officers or directors, by an incorporator.)

NANCY C. BORGES  
(Typed or printed name)

DIRECTOR / PRESIDENT  
(Title)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 OCT 13 AM 10:09

APPROVED  
AND  
FILED