

P96000032080 Charter Number

4-11-96 TANIA

American & Brazilian Attorneys

Requestor's Name

848 Brickell Ave. #1625

Address

Miami, FL 33131

City

State

ZIP

Phone

350-4000

VALIDATION ONLY

FILED
96 APR 12 PM 12:06
TALAHASSEE, FLORIDA

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****122.50 ****122.50

CORPORATION(S) NAME

GBC Import & Export Inc.

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

RECEIVED
26 APR 12 PM 10:17
DIVISION OF CORPORATIONS

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

CERTIFIED COPY

F. CHESSEY APR 12 1996

Empire Toll Free: 1-800-432-3028

CERTIFICATE OF INCORPORATION

OF

GBC IMPORT & EXPORT INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

FILED
95 APR 12 PM 2:45
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE I. NAME

The name of this corporation is: **GBC IMPORT & EXPORT INC.**

ARTICLE II. NATURE OF THE BUSINESS

The general nature of this business to be transacted by this corporation is: Any legal business in the State of Florida or in The United States.

To conduct business in, have one or more offices in and sell import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000. (one thousand) shares of common stock having a nominal of \$1.00 Par/value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000.00 (One Thousand 00/000.)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The principal address of this corporation in the State of Florida is: 195 S.W. 15 Road # 501 Miami, Fl 33129. The Board of Director may, from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one Director initially the number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS / STOCKHOLDERS / INCORPORATORS

The name and post office address of each subscriber and stockholder to these Articles of Articles of Incorporation are:

Germana de Barros Cruz
195 S.W. 15 Road # 501 Miami, Fl 33129

President
49 % STOCK

Eletro Eletrônica Leal Ltda.

Rua Santa Ifigênia 710 São Paulo, SP 01207 Brasil 51 % STOCK

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at: 195 S.W. 15 Road # 501 Miami, Fl. 33129 and the registered agent being GERMANA DE BARROS CRUZ.

ARTICLE X. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved holders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

Germana de Barros Cruz
President

Germana de Barros Cruz

Eletro Eletrônica Leal Ltda.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In compliance with Section 607.34 Florida Statutes, The following is submitted,
in compliance with said Act:

First: That, GBC IMPORT & EXPORT INC. desiring to organize or qualify
under the laws of the State of Florida with its principal office, as indicated in the
articles of incorporation at city of Miami, County of Dade, and State of Florida has
hereby named Germana de Barros Cruz of 195 S.W. 15 Road # 501 Miami, Fl
33129 as its agent to accept services of process within this state.

Acknowledgment:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply with the
provision of said Act relative to keeping open said office.

Germana de Barros Cruz

**Germana de Barros Cruz
Register Agent.**

STATE OF FLORIDA

SS

COUNTY OF DADE

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Germana de Barros Cruz of GBC Import & Export Inc. a Florida Corporation. Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 10th day of the month of April, 1996.

NOTARY PUBLIC SEAL.

MY COMMISSION EXPIRES:

FILED
96 APR 12 PM 12:06
NOTARY PUBLIC
TALLAHASSEE, FLORIDA