

P97000046970

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TOWER BRIDGE INT'L TRADE, INC.
(Proposed corporate name - must include suffix)

400002181294--2
-05/16/97--01061--002
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gilberto Niederauer da Silva
Name (Printed or typed)

8960 NW 8th St #401
Address

Miami- FL- 33172-3411
City, State & Zip

(305) 553-7014
Daytime Telephone number

WST-11711
97 MAY 28 PM 4:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 28 1997

MAY 20 1997

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1997

GILBERTO NIEDERAUER DA SILVA
8960 NW 8TH ST. #401
MIAMI, FL 33172-3411

SUBJECT: TOWER BRIDGE INTERNATIONAL TRADE, INC.
Ref. Number: W97000011711

We have received your document for TOWER BRIDGE INTERNATIONAL TRADE, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 397A00026999

Reply by May 22, 97
[Signature]

**ARTICLES OF INCORPORATION
OF
TOWER BRIDGE INTERNATIONAL TRADE, INC.**

FILED

97 MAY 28 PM 4: 21

CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be:

TOWER BRIDGE INTERNATIONAL TRADE, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

**2550 NW 72 Ave., Suite 105
Miami, Florida 33122**

**ARTICLE III
DURATION**

This Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE IV
PURPOSE**

The Corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any or all lawful business.

ARTICLE V SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1000) shares of One Dollar (\$ 1.00) per value, the consideration to be paid for each share shall be One Dollar.

ARTICLE VI PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Rights upon liquidation or dissolution.

The assets of this Corporation Shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the outstanding Common Shares.

ARTICLE VII PREEMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

| NAME | TITLE | ADDRESS |
|------------------------------|-----------|---|
| GILBERTO NIEDERAUER DA SILVA | PRESIDENT | 8960 NW 8 th Street # 401 Miami - Fl - 33172-3411 |
| EDUARDO CESAR DE OLIVEIRA | SECRETARY | 8960 NW 8 th Street # 401 Miami - Fl - 33172-3411 |

ARTICLE IX INCORPORATOR

The name and post office address of the incorporator is:

| | |
|------------------------------|---|
| GILBERTO NIEDERAUER DA SILVA | 8960 NW 8 th Street # 401 Miami - Fl - 33172-3411 |
|------------------------------|---|

ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or nor such approval is required by law.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: _____

Gilberto Niederauer Da Silva

5/22/97

FILED

97 MAY 28 PM 4: 21

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

**ARTICLE XIV
INITIAL REGISTER OFFICE AND AGENT**

**CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTER OFFICE**

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the register office register agent, in the State of Florida.

1. The name of the Corporation is:

TOWER BRIDGE INTERNATIONAL TRADE, INC.

2. The name and address of the registered agent and office is:

**ROSITA MARIA DE AMORIM
8960 NW 8th Street #401
Miami - FL - 33172-3411**

Signature Rosita M. de Amorim

Date May 22, 97

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 provisions of all Status relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.