

Charter Number Only

5/13/97  
**P971000051486**

Requestor's Name  
RAMNNI G. I.

Address  
999 Ponce de Leon Blvd.  
Coral Gables FL 33134 #1015

City State ZIP Phone

441-8811A

ATION ONLY

700002177817--3  
-05/14/97--01006-020  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

CORPORATION(S) NAME

Abaco Consultants, 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"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent |
| <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  
97 MAY 14 AM 10:04  
DIVISION OF CORPORATION TAXES  
STATE OF FLORIDA  
97 JUN 11 AM 10:42  
FILED

Empire Toll Free: 1-800-432-3028

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

R.A. accept  
10/17/97  
6/15

**CERTIFIED COPY**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 14, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: ABACO CONSULTANTS, INC.  
Ref. Number: W97000011146

We have received your document for ABACO CONSULTANTS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 997A00025779

RECEIVED  
97 JUN 11 AM 9:53  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**ABACO CONSULTANTS, INC.**

**FILED**  
**97 JUN 11 AM 10:42**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned acting as Incorporator of Abaco Consultants, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be Abaco Consultants, Inc.

**ARTICLE II - PURPOSE**

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1112 Weston Road, Suite 128, Ft. Lauderdale, FL 33326.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock having a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to

perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

#### **ARTICLE VI - COMMENCEMENT OF EXISTENCE**

The date of corporate existence shall be the time of filing of these Articles of Incorporation with the Secretary of State.

#### **ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS**

The street address of the initial registered office of the corporation is 1112 Weston Road, Suite 128, Ft. Lauderdale, Florida 33326, and the name of the initial registered agent of this corporation at that address is Roberto Bastos.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall be one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one.

The name and street address of the initial member of the board of directors is as follows:

<u>Name</u>	<u>Street Address</u>
Andre Rogerio Froes Cruz	Av. Rio Branco, 151, Grupo 1403 Centro - RJ - CEP20040, Brazil

#### **ARTICLE IX - AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

#### **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator is: George T. Ramani, Esquire, 999 Ponce de Leon Boulevard, Suite 1015, Coral Gables, Florida 33134.

#### **ARTICLE XI - BYLAWS**

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

#### **ARTICLE XII - MEETINGS**

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporation action without a meeting by less than


unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

#### **ARTICLE XIII - INDEMNIFICATION**

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provision of applicable law. the right of indemnification herein provided shall not be exclusive or other rights to which any person may now or hereafter be entitled as a matter of law.

**IN WITNESS WHEREOF**, the undersigned Incorporator, has executed these Articles of Incorporation this 13 day of May, 1997.

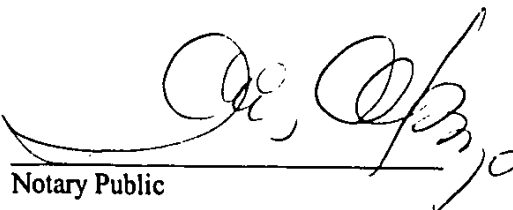
  
\_\_\_\_\_

STATE OF FLORIDA )

) ss:

COUNTY OF DADE )

THE FOREGOING INSTRUMENT was acknowledged before me this 13 day  
of May, 1997, by GEORGE T. RAMANI, ESQUIRE, who is personally known to  
me or has produced a Florida Drivers License as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



**ACCPETANCE BY REGISTERED AGENT**

I, Roberto Bastos hereby am familiar with and accept the duties and responsibilities as registered agent for Abaco Consultants, Inc.



Roberto Bastos

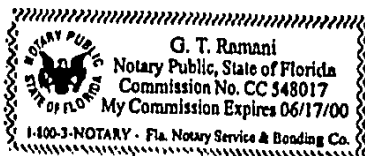
Registered Agent, Abaco Consultants, Inc.

STATE OF FLORIDA     )

)     SS:

COUNTY OF DADE     )

**THE FOREGOING INSTRUMENT** was acknowledged before me this 30 day of May, 1997 by Roberto Bastos, who is personally known to me or has produced a Florida Drivers License as identification and who did take an oath.



Notary Public

97 JUN 11 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

My Commission Expires: