

P97000098901

TRANSMITTAL LETTER

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

800002349539--4  
-11/17/97--01143--021  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT:

CEO AMERICA, INC

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

<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee & Certified Copy	Filing Fee & Certified Copy & Certificate
ADDITIONAL COPY REQUIRED	

FROM:

WAGNER ALMEIDA  
9201 N. Cypress Circle  
Miramar, FL 3305  
(305) 866-6242

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

BB  
11/20/97

FILED  
97 NOV 17 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

### ARTICLE I

*Name:* The name of the corporation shall be: CEO AMERICA, INC.

### ARTICLE II

*The principal place of business and mailing address of this corporation shall be:*  
80 SW. 8th Street(Suite #2000)(Miami Florida 33130)(U.S.A. Tel: (305)443-5347 .

### ARTICLE III

*The specific purpose(s) for which the corporation is organized is(are):*  
Electronic commerce, providing Internet service to local and overseas customers .Purchase and sale of goods within US and foreign markets.

### ARTICLE IV

#### **Manner of election of directors**

*The manner in which the director are elected or appointed is as follows: There method of election of directors will be stated I the bylaws of the corporation. The Corporation shall have four directors initially. The number of directors may be either insreased or diminished free time to time by the bylaws, but shall never be less than one. Then name and address of the initial directors are stated in Article VII.*

### ARTICLE V

#### **Limitation of corporate powers**

*No Limitation is Attributed to the corporate powers.*

### ARTICLE VI

#### **Initial registered agent and street address**

*The name and the street address of the initial registered agent is:*

Wagner Almeida  
9201 N.Cypress Circle, Miramar, Florida, 33025

### ARTICLE VII


Decisions or documents can not be signed by one person only.

### ARTICLE VIII

#### **Incorporators**

The name and street addresses of the incorporators or these articles of incorporation are:

Luiz Matarazzo Suplicy	3245 Virginia St. #33 Miami, Florida 33133
Max Kassik	R. Jacguai, 465 Ap 2902 Bela Vista Cep 01315-040 Sao Paulo SP Brazil
Luis Flavio Fonseca Barison	Alameda Campinas, 25 Bela Vista Cep 01404-000 Sao Paulo SP Brazil
Leonardo Simberg	R. Almirante Marques Leao, 308 - Ap 12Z Bela Vista Sao Paulo SP Brazil



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these articles of incorporation this 15th day of October, 1997.

Luiz Matarazzo Suplicy

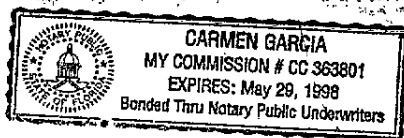
Max Kassik

Luis Flavio Fonseca Barison

Leonardo Simberg

Before me undersigned authority, personally appeared Luiz Matarazzo Suplicy, Max Kassik, Luis Flavio Fonseca Barison, Leonardo Simberg, known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same.

IN WITNESS WHERE OF, I have hereunto set my hand and seal in Miami, Dade County, Florida, this 29th day of September 1997.



*Carmen Garcia*  
NOTARY PUBLIC, State of Florida  
At large.

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

CEO AMERICA, INC

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

Wagner Almeida

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9201 N. Cyprees Circle

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Miramar, FL 33025

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*




(SIGNATURE)

10/29/97

(DATE)

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Before me, the undersigned authority, personally appeared Wagner Almeida, known to me to be the person who executed the foregoing Certificate of Designation, and he acknowledged before me that he executed the same.  
IN WITNESS WHEREOF, I have hereunto set my hand and seal in Miami, Dade County, Florida, this 29<sup>th</sup> day of September 1997

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
At large

