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TRANSMITTAL LETTER
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97 NOV 19 AM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE
11-20-97

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-11/19/97--01051--013
****122.50 ****122.50

SUBJECT:

PMC USA, Inc.

(Proposed corporate name - must include suffix)

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:

PAULO CESAR CORTEZ

Name (Printed or typed)

6432 PIERCE STREET

Address

HOLLYWOOD, FL 33024

City, State & Zip

(305) 477-1161 Ext. 7727

Daytime Telephone number

Paulo Cortez GAVE
AUTHORIZATION BY PHONE TO
CORRECT Amended
DATE 11/19/97
DO NOT AMEND

P. Hall NOV 21 1997

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

**ARTICLES OF CORPORATION
OF
PMC USA, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Corporation.

ARTICLE 1 – NAME OF CORPORATION

The name of the corporation shall be PMC USA, Inc.

ARTICLE 2 – GENERAL NATURE OF BUSINESS

EFFECTIVE DATE
11-20-97

The general nature of the business to be transacted by this corporation shall be:

- A. To engage in every phase and aspect of the business of providing retail goods to the consumer.
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms, or individuals, to carry any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purpose or objectives of the corporation.
- D. To engage this Corporation in consulting business of various entities.
- E. This Corporation can also engage in different aspects of import and export and international trading within the legal limits imposed by the State of Florida.

It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by chapter 607, Florida Statutes, or other laws of the State of Florida.

ARTICLE 3 – CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one is One Hundred (100) shares of common stock having a par value One Dollar (\$1.00) per share, which is divided as follows:

NAME PERCENTAGE OF SHARES

Paulo Cesar Cortez 100 %

ARTICLE 4 – REGISTERED AGENT

The initial registered agent of this corporation shall be Mary Frodl Cortez whose business office is identical with corporation's registered office as set forth below.

ARTICLE 5 - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 6432 PIERCE STREET, HOLLYWOOD FLORIDA 33024 USA. The principal address is the same.

ARTICLE 6 – TERM OF EXISTENCE

This corporation shall commence on 11/20/97, and shall exist perpetually unless dissolved according to the law.

ARTICLE 7 – BOARD OF DIRECTORS

- A. The initial number of directors shall be one.
- B. The number of Directors may be increased or diminished from time to time according to the BY-LAWS set forth or adopted by the Directors, but shall never be less than one.
- C. The names and street address of the initial numbers of the Board Of Directors , each to hold the office for the first one year of existing of this corporation or until their successors are elected or appointed and have qualified , are :

PAULO CESAR CORTEZ
6432 Pierce Street
Hollywood, Florida 33024

- D. Any Director may be removed from the office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE 8 – INCORPORATORS

The following are the names and the address of the persons signing these Articles of Incorporation:

PAULO CESAR CORTEZ
6432 Pierce Street
Hollywood, Florida 33024

ARTICLE 9 – SHAREHOLDERS

No shareholders of this corporation may sell or transfer his or her shares of stock therein, except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE 10 – BY-LAWS

The power to adopt, amend or repeal BY-LAWS for the management of this corporation shall be vested in the board of Directors.

ARTICLE 11 – ADDITIONAL CORPORATE POWERS

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives herein above stated, this corporation shall all and singular the following powers:

- A. To enter into or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. To purchase and acquire any or all of its shares owned and held by any shareholders who should desire to sell , transfer , or otherwise dispose off his shares , or any or all of its shares owned and held by a

shareholder who dies ; provided , however , that the capital of the corporation shall not be impaired thereby.

- C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and saving plan, (5) a restricted stock option plan, (6) any other retirement or incentive compensation plan.

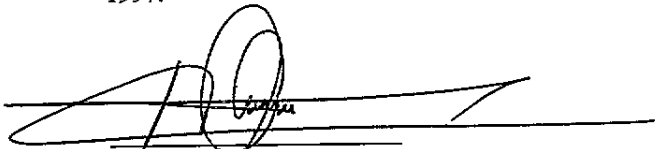
ARTICLE 12 – AMENDMENT

The corporation reserves the right to amend these Articles of incorporation in the manner provided by law. Every amendment shall be reviewed and approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholder's meeting by the majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

ARTICLE 13 – INDEMNIFICATION

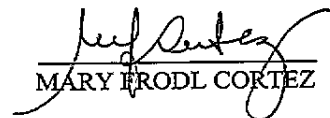
The corporation shall indemnify any officer or director to full extent permitted by law.

IN WHITNESS WHEREOF, I have hereunto set my hand and seal this 18 day of NOVEMBER 1997.



PAULO CESAR CORTEZ

Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provision of F.S. S48.091.


MARY FRODL CORTEZ

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TALLAHASSEE, FLORIDA