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TRANSMITTAL LETTER

*Handwritten:* 2/27/98

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

400002465184--2  
-03/23/98-01094-006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** ESPACO DOIS LIGHTING DESIGN, CORP  
(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: NESTOR L. SIGISMONDI  
Name (Printed or Typed)  
255 NW 36<sup>th</sup> Avenue  
Address  
Deerfield Beach, FL 33442  
City, State & Zip  
(954) 425-7711  
Daytime telephone number

FILED  
98 MAR 23 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten:* 98032498

*Handwritten: In All. Chave.*

**ARTICLES OF INCORPORATION OF:  
ESPAÇO DOIS LIGHTING, DESIGN, CORP.**

**FILED**  
98 MAR 23 AM 10:17  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*Handwritten: 207*

**ARTICLE I – NAME**

The name of this corporation is *ESPAÇO DOIS LIGHTING, DESIGN, CORP.*

**ARTICLE II – DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles which the Department of State.

**ARTICLE III – NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 50 shares of \$20.00 per value common stock that shall be designated to "Common Shares".

**ARTICLE V PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI LOCATION**

The Street, Address, City, County and State in which the principal offices of the corporation are to be located at 255 NW 36<sup>th</sup> Avenue – Deerfield Beach, FL 33442. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VII SUBSCRIBERS**

This name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	SHARES
Nestor L. Sgismondi President / Secretary	255 NW 36 <sup>th</sup> Avenue Deerfield Beach, FL 33442	40%
Ronaldo de Oliveira Chaves Vice-President / Treasurer	255 NW 36 <sup>th</sup> Avenue Deerfield Beach, FL 33442	40%
ESPAÇO DOIS ASSESORIA E ILUMINAÇÃO LTDA. Repres: Jose Carlos Bartolomeu	Rua Domingos Ciccone, 176 Vila São Francisco São Paulo SP – Cep 04710-220	20%

Noted:  
Done.  
Zy

**ARTICLE VIII AMENDMENT**

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE IX LIMITATIONS ON CORPORATE STOCK**

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

**ARTICLE X INDEMNIFICATION**

The corporation shall indemnify any office or director, to the full extent permitted by law.

**ARTICLE XI DISSOLUTION**

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

**ARTICLE XII INITIAL REGISTERED OFFICE AND AGENT**

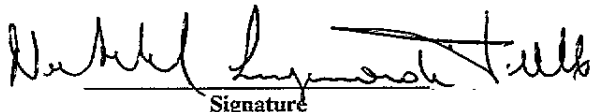
The street address of the initial registered office of this corporation is 255 NW 36<sup>th</sup> Avenue Deerfield Beach, FL 33442 and the name of the initial registered agent of this corporation at that address is Nestor L. Sigismondi.

**ARTICLE XIII INITIAL BOARD OF DIRECTORS/INCORPORATION**

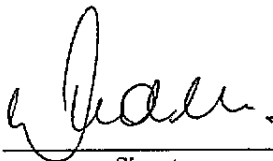
This corporation shall have two (2) director initially. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses or the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Nestor L. Sigismondi President/ Secretary	255 NW 36 <sup>th</sup> Avenue Deerfield Beach, FL 33442
Ronaldo de Oliveira Chaves Vice-President/Treasurer	5221 N Dixie Apt. #A-2 Fort Lauderdale, FL 33334
ESPAÇO DOIS ASSESSORIA E PROJETOS DE ILUMINAÇÃO LTDA Repres: Jose Carlos Bartolomeu	Rua Domingos Ciccone, 176 Vila Sao Francisco Sao Paulo SP - Cep 04710-220

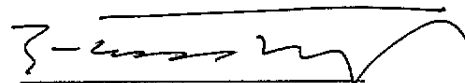
IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 2<sup>nd</sup> day of February, 1998.

  
Signature

NESTOR L. SIGISMONDI  
President / Secretary

  
Signature

RONALDO DE OLIVEIRA CHAVES  
Vice-President / Treasurer

  
Signature

JOSE CARLOS BARTOLOMEU  
ESPAÇO DOIS ASSESSORIA E PROJETOS  
DE ILUMINAÇÃO LTDA  
President

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

- DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**