

P99000019411

TRANSMITTAL LETTER

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

200002787472--4  
-02/25/99--01074--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: TBCA OF AMERICA, INC.  
(Proposed Corporate Name - Must Include Suffix)

Enclosed are 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:**

LUIZ COSTA LEONART

Name (Printed or Typed)

1515 N FEDERAL HWY. SUITE #300

Address

Boca Raton, FL 33432

City - State - Zip

(561) 394-0531

Daytime Telephone Number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 25 AM 10:58

*Achilles A. Deleao*  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT XIII  
DATE 3-2-99  
DOC. EXAM WS

*3-2-99  
WS*

**ARTICLES OF INCORPORATION OF:  
TBCA OF AMERICA, INC.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I - NAME**

The name of this corporation is ***TBCA OF AMERICA, INC.***

**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 1,000,000 shares of \$1.00 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.

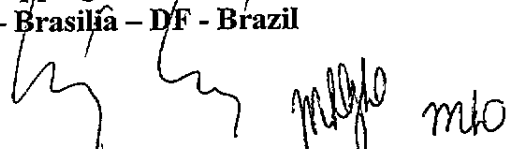
**ARTICLE VI LOCATION**

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 1515 N Federal Hwy. Suite #300 – Boca Raton, Florida, 33432. 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
Luiz Costa Leonart President	1725 SW 4 <sup>th</sup> Avenue Boca Raton, FL, 33432	10%
Marlene Lima Gomes Leonart Vice-President	1725 SW 4 <sup>th</sup> Avenue Boca Raton, FL, 33432	10%
Maria Luiza Gomes Leonart Secretary Treasurer	1725 SW 4 <sup>th</sup> Avenue Boca Raton, FL, 33432	10%
TBCA Trade do Brasil Credito e Administracao Ltda. Luiz Costa Leonart Shareholder	SCN Quadra 5 Bloco A no 50 Sala 307 Shopping Brasilia and Towers Asa Norte – Brasília – DF - Brazil	70%



#### **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**

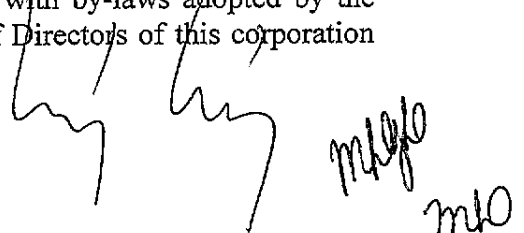
The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be 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 1515 N Federal Hwy. Suite #300 – Boca Raton, Florida, 33432, and the name of the initial registered agent of this corporation at that address is Luiz Costa Leonart.

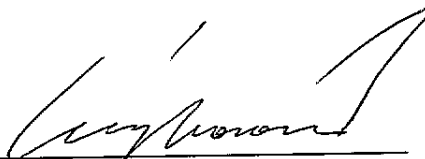
#### **ARTICLE XIII INITIAL BOARD OF DIRECTORS/INCORPORATION**

This corporation shall have five (5) directors . The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name and address or the initial Board of Directors of this corporation is:

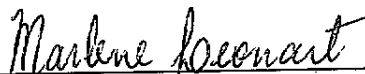
Handwritten signatures and initials, including 'mlo' and 'mlo'.

NAME	ADDRESS
Luiz Costa Leonart President	1725 SW 4 <sup>th</sup> Avenue Boca Raton, FL, 33432
Marlene Lima Gomes Leonart Vice-President	1725 SW 4 <sup>th</sup> Avenue Boca Raton, FL, 33432
Maria Luiza Gomes Leonart Secretary Treasurer	1725 SW 4 <sup>th</sup> Avenue Boca Raton, FL, 33432

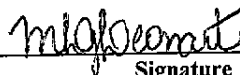
IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and 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 19<sup>th</sup> day of February, 1999



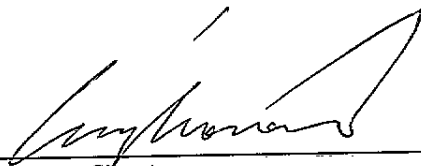
Signature  
LUIZ COSTA LEONART  
PRESIDENT



Signature  
MARLENE LIMA LEONART  
VICE-PRESIDENT



Signature  
MARIA LUIZA GOMES LEONART  
TREASURER / SECRETARY



Signature  
TBICA-TRADE DO BRASIL, CREDITO  
E ADMINISTRACAO LTDA.  
LUIZ COSTA LEONART  
SHAREHOLDER

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

***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.***

1. The name of the corporation is ***TBCA OF AMERICA, INC.***
2. The name and address of the registered agent and office is:

***Luiz Costa Leonart***

President

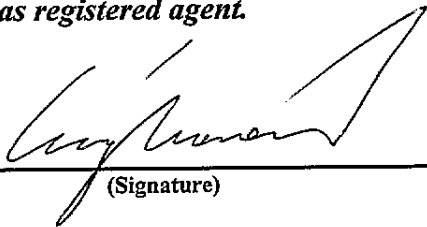
***1515 N Federal Hwy. Suite #300***

Address

***Boca Raton - FL - 33432***

City - State - Zip

***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)

**02/19/99**

(Date)

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

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