

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P990000048426

Vecap USA, Inc.

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-05/27/99--01071--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
99 MAY 27 PM 12:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

CD 5-27-99 11:00

- ☒ Art of Inc. File Cert
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

FILED  
99 MAY 27 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ajc  
5/28

**ARTICLES OF INCORPORATION  
OF  
VECAP USA, INC.**

99 MAY 27 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be **VECAP USA, INC.**, hereinafter referred to as the **“Corporation.”**

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Florida Business Corporation Act.

**ARTICLE III - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 12856 Gettysburg Circle, Orlando, Florida 32837.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares with a par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent is Margot Nelson, 1067 Rainer Drive #1001, Altamonte Springs, Florida 32714.

### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Branca M. Amaral, 404-A N Eugene Street, Greensboro, North Carolina 27401.

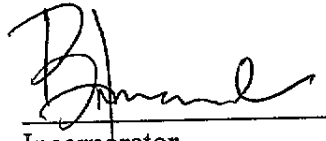
### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one director. The number of directors may be either increased or decreased from time to time, as provided in the By-laws of the Corporation. The name and address of the initial director of the Corporation is

Marcos C. Alberto  
Mauro Dany Alberto

12856 Gettysburg Circle, Orlando, Florida 32837  
Rua Tobias Barreto #1048, 03176-001 Sao Paulo, Brazil

The undersigned incorporator has executed these Articles of Incorporation this 19th day of May, 1999.

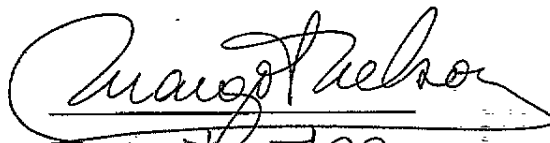
  
Incorporator

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

Pursuant to the provisions of sections 607.0501 or 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 **VECAP USA, INC.**
2. The name and address of the registered agent and office is Margot Nelson, 1067 Rainer Drive #1001, Altamonte Springs, Florida 32714.

**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.**

  
Dated : 5/25/99

**FILED**  
99 MAY 27 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA