

PO7000126276

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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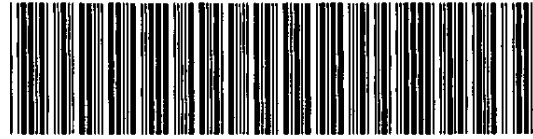
(Business Entity Name)

(Document Number)

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2012 JUN 20 P 12: 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN 21 2012  
T. LEMIEUX  
*[Signature]*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** T4F USA, INC.  
Name of Corporation

**DOCUMENT NUMBER:** P07000126276

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JEAN-MARC BENARON  
Name of Contact Person

T4F USA, INC.  
Firm/Company

7380 SAND LAKE ROAD - SUITE 305  
Address

ORLANDO, FL 32819  
City/State and Zip Code

jbenaron@t4f.com.br  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JEAN-MARC BENARON at ( 407 ) 248-1681  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of FLORIDA in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: T4F USA, INC.
2. The principal office address: 7380 SAND LAKE ROAD - SUITE 305  
ORLANDO, FL 32819
3. The mailing address (if different): \_\_\_\_\_
4. Date of incorporation/qualification: 11/26/07 Document number: P07000126276

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

JOSE MUNIZ-NETO (RESIGNED)

7380 SAND LAKE ROAD - SUITE 305

ORLANDO, FL 32819

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

JEAN-MARC BENARON

7380 SAND LAKE ROAD - SUITE 305

P.O. Box NOT acceptable

ORLANDO, FL 32819

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

  
\_\_\_\_\_  
Signature of an officer or director

P.O.A

FERNANDO L ALTERIO/DIRECTOR

Printed or typed name and title

*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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

  
\_\_\_\_\_  
Signature of Registered Agent

6.15.2012

Date

If signing on behalf of an entity:

JEAN-MARC BENARON

Typed or Printed Name

\*\*\* FILING FEE: \$35.00 \*\*\*

## LIMITED POWER OF ATTORNEY

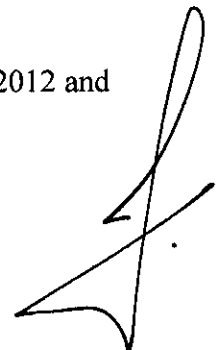
**THIS POWER OF ATTORNEY** is made as of 12 day of June, 2012, by Fernando Luiz Alterio the Sole Director of **T4F USA INC.**, a Florida corporation whose address is 1110, Brickell Avenue, Suite 310, Miami, Florida 33131, hereinafter called the "Company".

**WHEREAS**, the Company is desirous of making such appointment as is hereinafter contained,

**NOW THESE PRESENTS WITNESSETH** as follows: the Company hereby appoints **Jean-Marc Benaron**, french, married, engineer, ID n. ° C W264895-SE / DPMAF / DPF, the true and lawful Attorneys-in-Fact of the Company (hereinafter called "Attorney"), with limited power and authority to act individually in order to, on behalf of and in the name, place and stead of the Company:

- 1) To open, close, operate, manage and deal in any way with account deposits withdrawals and/or any other financial transactions of any kind negotiated through with or by any banking and/or financial institution with limits up to USD \$500.000.00;
- 2) To complete bank mandates, sign forms, sign checks or execute any documentation necessary execute or required by any such bank with limits up to USD \$500.000.00;
- 3) To sell or otherwise dispose of all or substantially all of the assets of the Company with limits up to USD \$50,000.00;
- 4) To assign, pledge, mortgage, grant security interests in or otherwise encumber any of the assets of the Company, or cause the Company to guarantee the debts or other obligations of any other party, except in the ordinary course of business of the Company with limits up to USD \$50,000.00;
- 5) To borrow any money or property or otherwise obtain financing for the Company, other than credit purchases of goods and services on a current basis and in the normal course of business, with limits up to USD \$50,000.00;
- 6) To assign the right of the Company on specific Company property for other than a Company purposes, with limits up to USD \$50,000.00;
- 7) To make, execute or deliver any general assignment for the benefit of creditors or any bond, guaranty, indemnity bond, or surety bond, with limits up to USD \$50,000.00;
- 8) To assign, transfer, pledge, compromise, or release any claim of the Company except for full payment, or arbitrate, or consent to the arbitration of any of its disputes or controversies, with limits up to USD \$50,000.00;
- 9) To execute any and all contracts for services or entertainment purposes on behalf of the Company, with limits up to USD \$20,000.00;
- 10) To manage the Company, including hiring and/or firing employees, revoke powers previously granted by the Company and to cause the business of the Company to be conducted in the ordinary course.

This Power of Attorney shall be valid only until 31<sup>th</sup> day of December, 2012 and may be terminated at any time without proper notice to the Attorney.

A handwritten signature in black ink, appearing to be a stylized name, located in the bottom right corner of the document.



**AND IT IS HEREBY DECLARED THAT:**

- (i) The Company hereby ratifies and confirms and agrees to ratify and confirm whatsoever the Attorney shall do or purport to do by virtue of this Power of Attorney including in such confirmation whatsoever shall be done between the time of revocation of this Power of Attorney and the time of that revocation becoming known to the Attorney.
- (ii) The Company hereby authorizes and empowers the Attorney to acknowledge in the name and as the act and deed of the Company this Power of Attorney and that the seal of the Company was duly affixed hereto and to register and record the same in the proper office and/or registry in any country and to procure to be done any and every other act and thing whatsoever which may be in anywise requisite or proper for authenticating and giving full effect to this Power of Attorney according to the law and usage of any country as fully and effectually as could the Company; and
- (iii) from the date of this power of attorney all instruments of power of attorney granted to Mr. **JOSE MUNIZ NETO** are hereby expressly repealed, revoked and void, not having Mr **JOSE MUNIZ NETO** no power to represent, to assume or act on behalf of and in the name, place and stead of the Company at any time.

IN WITNESS WHEREOF the Company has caused its Common Seal to be hereunto affixed the day and year first above written.

Sealed and delivered in **T4F USA INC., a Florida corporation**

the presence of:

\_\_\_\_\_

By: \_\_\_\_\_

**Fernando Luiz Alterio, its Sole Director**

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2012, by Fernando Luiz Alterio, the Sole Director of T4F USA INC., a Florida corporation, on behalf of said Company.

NOTARY PUBLIC

56: Tabelião de Notas - Jose Roberto Pacheco Franca - Tabelião.  
 Rua Americo Brasiliense, 1.863 - Chacara Santo Antonio - Fone: 5180-5500  
 Rec. - Por Semelhança - Firma(s) de:  
 FERNANDO LUIZ ALTERIO  
 VALIDO SOMENTE COM SELLO DE AUTENTICIDADE - Doc. com valor econo.  
 Carimbo: 1969763 - SAO PAULO, 12 De Junho De 2012  
 Valor: R\$ 6,00 Em test. da Verdade  
 Conf.: Regiane  
 ELISABELE GODOY DOS SANTOS - ESCRIVENTE



Este documento, para ter efeito no Brasil e valer contra terceiros, deverá ser verificado para o vernáculo e ter registrada a tradução. (PROV. 29/80 - C.G.J.)