

ANNEX XVI

ARTICLES OF INCORPORATION

SPE PARQUE TECNOLÓGICO CAPITAL DIGITAL S.A.

CHAPTER I

CORPORATE NAME, HEADQUARTERS, PURPOSE AND CONTRACT TERM

Article 1. SPE PARQUE TECNOLÓGICO CAPITAL DIGITAL S.A. is hereby established as a privately held corporation, to be governed by the provisions in the Articles of Incorporation and Law No. 6404/76 (Law of Business Corporations) in what relates to the rules and regulations provided for in Bid Notice 002/2013-TERRACAP and PPP Contract XXXX/2013-TERRACAP.

Article 2. The company's headquarter shall be in Brasilia, DF, and the courts of Brasilia shall be the sole courts of jurisdiction, and through a decision made by the General Meeting, it shall be able to create and set up offices, agencies, bureaus, subsidiaries, warehouses, departments, representation offices, trade offices and other entities anywhere in the country, or close them or even transfer their location.

Article 3. The company has the specific purpose of administering, implementing, developing, operating, maintaining and business management of the infrastructure of the **PARQUE TECNOLÓGICO CAPITAL DIGITAL (PTCD)**, which will be designed by the company and built on land it owns at Lote 1 do Parque Tecnológico Capital Digital (PTCD), with the aim of:

I - Observing, complying with and enforce the provisions of Bid Notice No. 002/2013-TERRACAP and its Annexes;

II - Designing or duly hiring contractors to design the PTCD so as to house innovative companies in the technology and/or specialized services industry, describing uses and purposes in detail, and developing its business model;

III - Developing or duly hiring contractors to develop all technical projects required to build the facilities and obtain the necessary approval with the relevant authorities in accordance with the legislation in place;

IV - Performing or duly hiring contractors to perform the works related to the PTCD;

V - Operating or duly hiring contractors to operate the PTCD, striving for excellence of products and services available on site;

VI – Performing or duly hiring contractors to perform maintenance of the PTCD, ensuring that all of its needs are met;

VII - Managing the business aspects of the PTCD, especially in order to ensure or duly hire contractors for the management of administrative aspects, security services, internal

transportation of personnel, building maintenance (general services), real estate operations, ICT operations, data transmission (broadband service), and energy supply.

Article 4. The company's contract term is indefinite, having to last for at least the same contract term of Contract PPP No. XXXX/2012-TERRACAP.

CHAPTER II

EQUITY CAPITAL

Article 5. The equity capital of this privately held corporation, subscribed in the Subscription Form, is of **R\$X,XXX,XXX,XXX.00 (spell out in full)**, represented by **X,XXX,XXX.XXX (spell out in full)**, by common, non-par nominative shares, the issue price being set in R\$1.00 (one real) per share.

Paragraph 1. Each common share gives the right to vote in decisions being made at the General Meeting.

Paragraph 2. The shares are divisible by the company and only one owner will be recognized for each share.

Paragraph 3. Ownership of shares will be granted by the registration of the shareholder's name in the Company's Book of Shares.

Article 6. Payment of the company's equity capital is made in compliance with the relevant legal requirements, using the respective Payment Form, which will comply with provision in Bid Notice No. XXXX/2012 - TERRACAP.

Article 7. SPE is allowed, at any time and provided that legal and institutional requirements are met, to issue new securities, as long as approved unanimously by the General Assembly and depending on the case, shall increase the equity capital subscribed.

Sole Paragraph. In the latter case, the new shares issued shall maintain the distribution ratio in relation to the others.

Article 8. In the case of an increase in the equity capital, resulting from the use of legal or institutional reserves and/or funds, as well as profits that may have been retained as a result of a decision by the General Meeting, new shares shall be given to all shareholders, or the value of their shares will be increased, based on their distribution ratio after each fiscal year.

Article 9. Through decision made by the General Meeting, the company may purchase its own shares so that they may be kept by the treasury or cancelled, complying with provision in Article 30 of Law No. 6404/76.

Article 10. The owner shall not be allowed to dispose of shares or any other security convertible into shares, unless previously approved unanimously by the shareholders at a General Meeting, ensuring shareholders the right of first refusal in acquiring these, as approved by the respective General Meeting.

Article 11. In case the equity capital needs to be reduced, the decision has to be made by the General Meeting and this rectification has to be justified and approved unanimously by the shareholders, safeguarding their share ratio.

Article 12. Owners of common nominative shares will only receive their dividends after payment of their respective share of the equity capital has been made, in the ratio decided in the winning bid of Public Bidding Process No. 002/2013 – TERRACAP.

CHAPTER III

GENERAL MEETINGS

Article 13. The General Meeting, which has roles and powers provided for in law, shall meet ordinarily for four (04) months subsequent to the conclusion of the fiscal year to decide in issues in Article 132 of Law No. 6404/76 and extraordinarily, when corporate interests so require, always subject to the summons, instatement and deliberation, applicable legal requirements, as specified and provided in the Articles of Incorporation.

Article 14. In addition to the powers provided for in law, the Extraordinary General Meeting has the following responsibilities:

I – Deliberate on investment and executive plans, the operational model of the venture that is the purpose of the company, projects, schedules and issues related to the good planning and full implementation of the works which are the purpose of the company.

II – Approve the budget and management report annually submitted by the Board of Executive Directors;

III – Approve the contracting of financing and loans by the company;

IV – Approve contracts and agreements with values over R\$500.000,00 (five hundred thousand reais);

V—Deliberate on the disposal or offer of guarantee that uses the property or the project for the purposes of being awarded financing and loans;

VI – Decide on the company’s general structure and organization;

VII – Approve the company’s staff rules, including payments in relation to positions and duties in the company; and

VIII – Deliberate on issues determined by Bid Notice No. 002/2013-TERRACAP.

Article 15. The General Meeting shall be summoned by the Board of Executive Directors or persons appointed by law, in compliance with articles 123 and 124 of Law No. 6404/76, and its work shall be instated and directed by a body made up of a chairperson and secretary, chosen among the legal representatives of the shareholders in attendance.

Article 16. In order to attend and deliberate in General Meetings, the shareholder shall submit to

SPE proof of his/her capacity as a shareholder. For deliberative purposes, the shareholder included will be subscribed in the General Meeting where deliberation occurs.

Sole Paragraph. The General Meeting will only be considered regular if all shareholders attend, when a previous summons is not necessary.

Article 17. General Meeting decisions will be made through unanimous vote.

Sole Paragraph. Minutes of the deliberations and proceedings shall be recorded in the company's minute book with a summary text of the facts, including any dissidence and decisions made, with the possibility of being published without the signature of shareholders.

Article 18. Shareholders may be represented in the General Meeting by their legal representatives or proxy duly authorized for less than one (01) year, as long as proof of representation is submitted to SPE's headquarters until the beginning of the General Meeting's proceedings.

CHAPTER IV

ADMINISTRATION

Article 19. The company shall be administered by a Board of Executive Directors and a Board of Directors.

SECTION I

BOARD OF EXECUTIVE DIRECTORS

Article 20. The Board of Executive Directors shall consists of three (03) members, one (01) Chairperson, one (01) Administrative and Financial Director and one (01) Technical Director of Business, Science and Technology, appointed by the WINNING BIDDER, they may or may not be shareholders, all elected and may be removed at any point in time by the General Meeting, provided it is a unanimous decision.

Paragraph 1. The Board of Executive Directors' term of office shall be of two (02) years, with the possibility of re-election.

Paragraph 2. The General Meeting shall establish the remuneration of members of the Board of Executive Directors, which may be voted on as individual payment to each member, or as an overall value, which except in the case of a contrary decision by the General Meeting, shall be equally divided among the directors.

Paragraph 3. Directors shall be instated in their positions upon signing the instrument of investiture in the Book of Minutes of the Board of Executive Directors' Meetings, within 30 (thirty) days from the date of their election.

Paragraph 4. Once their term in office has come to an end, Directors will remain in their respective positions until a new Board of Executive Directors is elected.

Paragraph 5. Directors may not use the corporate name in transactions or operations that do not comply with corporate objectives.

Article 21. It is the responsibility of the Board of Executive Directors to:

I – Manage SPE's businesses, performing activities that comply with and enforce general objectives, guidelines and strategies established by the General Meeting and by the Articles of Incorporation:

II – Fulfill decisions made by the General Meeting, enforcing them within the legal framework;

III – Prepare every year, Administration and financial reports to be submitted to the Ordinary General Meeting;

IV – Submit for approval by the General Meeting and implement the investment and executive plans;

V – Submit for approval by the General Meeting and implement the venture's operational model, projects, works schedule and correlated issues;

VI – Submit annually to the General Meeting the budget and management report, showing that the planning approved by the body was complied with, in addition to other information deemed necessary, relevant to performing duties related to the position;

VII — Decide at the level of the General Meeting on the disposal or offer of guarantee that uses the property or the project for the purposes of being awarded financing and loans;

VIII – Decide other matters brought forward by the Chairperson, as long as they are not under the charge of other Corporate Bodies.

Paragraph 1. The Board of Executive Directors shall meet ordinarily 01 (once) a month and extraordinarily, at any time, provided it is summoned by the Chairperson, at least 24 (twenty-four) hours before. The minutes of the meetings shall be recorded.

Paragraph 2. In the event any of the Directors is unable to attend due to a temporary impediment or in case one of the Board's positions is vacant, the other Directors shall perform, based on collectively made decisions, the duties of the absent Director until their temporary absence is resolved or a new member is elected to fill the vacant position.

Paragraph 3. In case one of the Board's positions becomes vacant, a General Meeting shall be summoned immediately to elect a new Director for the position.

Article 22. It is the responsibility of the Chairperson:

I – Plan, manage and oversee all of SPE's operational, strategic and institutional activities;

II – Develop and implement strategies and actions necessary for complying with SPE's strategic and operational plans;

III – Manage SPE’s properties and look after its assets and values;

IV – Perform the role of SPE’s executive director, coordinating and overseeing activities, ensuring that decisions and guidelines established by the General Meeting are complied with fully.

V – Summon and chair Board of Executive Directors meetings, directing the respective works;

VI – Comply with the General Meeting’s demands, requests and guidelines;

VII – Represent SPE individually, actively and passively, in and out of court, including in the opening, closing of bank account and transactions, financing contract, loan agreement, lease or any type of contract that leads to financial obligations on behalf of SPE, without the need of authorization from the Board of Directors, at a limited value of R\$500.000,00 (five hundred thousand reais); and

VIII – Other powers granted by law or the General Meeting.

Article 23. It is the responsibility of the other Directors respectively:

I – The Administrative and Financial Director is in charge of managing human and financial resources, mail and customs; and

II – The Technical Director of Business, Science and Technology is in charge of implementing, maintaining and operating the engineering systems, such as the paving, drainage, energy, water supply, sanitation, solid waste, parks, gardens and buildings, as well as prospecting for new partners, developing new businesses, innovation, fostering and searching for new investments or financing.

Sole Paragraph. The abovementioned responsibilities shall be performed by the Directors according to their powers, in compliance with the legislation in force, the Articles of Incorporation, Shareholder Agreements and decisions made by the General Meeting, being the charge of the Board of Executive Directors, to make collective decisions on activities that require the engagement of more than one Director.

SECTION II

BOARD OF DIRECTORS

Article 24. The Board of Directors is SPE’s collegiate management body and should operate permanently, with the powers awarded to it by law.

Sole Paragraph. Each permanent member of the Board of Directors will be paid a fixed rate corresponding to one fifth of the amount paid on average to each Director.

Article 25. The Board of Directors shall be made up of five (05) permanent members and five (05)

alternate members, four (04) of them appointed by TERRACAP and six (06) appointed by the WINNING BIDDER, half as permanent members and the other half as alternates, all elected and with the possibility of being removed at any point in time by the General Meeting.

Paragraph 1. The term in office of Board of Directors members ends on the first Ordinary General Meeting subsequent to their respective election, re-election is allowed and members keep their positions until their successors take over.

Paragraph 2. On their first meeting, Board of Directors members shall elect a Chairperson, who will be charged with chairing the body's proceedings.

Paragraph 3. The Board of Directors may request the company to appoint qualified personnel to assist them and provide technical support.

Article 26. The Board of Directors meets ordinarily 01 (once) every quarter and extraordinarily, when necessary.

Paragraph 1. The meetings shall be summoned by the Board of Executive Directors, the Chairperson of the Board of Directors or by two (02) members of the Board of Directors.

Paragraph 2. The Board of Directors expresses itself by unanimous vote, with most of its members in attendance and the individual performance of each member should comply with the legislation in force.

Article 27. When unable to attend, members of the Board of Directors shall be replaced by their respective alternate.

Article 28. In addition to cases of death, removal, waiver and others provided for by law, the position becomes vacant when a member of the Board of Directors does not attend, without just cause, two (02) consecutive meetings or three (03) interspersed meetings during the period of one year.

Sole Paragraph. In case a position in the Board of Directors becomes vacant and the respective alternate member is not instated, shareholders shall meet immediately in a General Meeting to elect a replacement.

CHAPTER V

OTHER CORPORATE BODIES

Article 29. The company shall also have a Supervisory Board and a Science and Technology Board, whose powers are provided for in the Articles of Incorporation.

SECTION I

SUPERVISORY BOARD

Article 30. The Supervisory Board is SPE's collegiate supervision body and should operate permanently, with the powers awarded to it by law.

Sole Paragraph. Each permanent member of the Supervisory Board will be paid a fixed rate corresponding to one fifth of what is paid on average to each Director.

Article 31. The Supervisory Board shall be made up of five (05) permanent members and five (05) alternate members, four (04) of them appointed by TERRACAP and six (06) appointed by the WINNING BIDDER, half as permanent members and the other half as alternates, all elected and with the possibility of being removed at any point in time by the General Meeting.

Paragraph 1. The term in office of Supervisory Board members ends on the first Ordinary General Meeting subsequent to their respective election, re-election is allowed and members keep their positions until their successors take over.

Paragraph 2. On their first meeting, Supervisory Board members shall elect a Chairperson, who will be charged with chairing the body's proceedings.

Paragraph 3. The Supervisory Board may request the company to appoint qualified personnel to assist them and provide technical support.

Article 32. The Supervisory Board meets ordinarily 01 (once) every quarter and extraordinarily, when necessary.

Paragraph 1. The meetings shall be summoned by the Board of Executive Directors, the Chairperson of the Supervisory Board or by two (02) members of the Supervisory Board.

Paragraph 2. The Supervisory Board expresses itself by unanimous vote, with most of its members in attendance and the individual performance of each member should comply with the legislation in force.

Article 33. When unable to attend, members of the Supervisory Board shall be replaced by their respective alternate.

Article 34. In addition to cases of death, removal, waiver and others provided for by law, the position becomes vacant when a member of the Supervisory Board does not attend, without just cause, two (02) consecutive meetings or three (03) interspersed meetings during the period of one year.

Sole Paragraph. In case a position in the Supervisory Board becomes vacant and the respective alternate member is not instated, shareholders shall meet immediately in a General Meeting to elect a replacement.

SECTION II

SCIENCE AND TECHNOLOGY BOARD

Article 35. The Science and Technology Board is SPE's collegiate body for scientific and technological assessment, and should operate permanently, with the powers awarded to it by the General Meeting.

Sole Paragraph. Each permanent member of the Science and Technology Board will be paid a fixed rate corresponding to one fifth of what is paid on average to each Director.

Article 36. The Science and Technology Board shall be made up of nine (09) permanent members and nine (09) alternate members, eight (08) of them appointed by TERRACAP and ten (10) appointed by the WINNING BIDDER, half as permanent members and the other half as alternates, all elected and with the possibility of being removed at any point in time by the General Meeting.

Paragraph 1. The term in office of Science and Technology Board members ends on the first Ordinary General Meeting subsequent to their respective election, re-election is allowed and members keep their positions until their successors take over.

Paragraph 2. On their first meeting, Science and Technology Board members shall elect a Chairperson, who will be charged with chairing the body's proceedings.

Paragraph 3. The members of the Scientific and Technological Council should be Brazilians, college graduates with a minimum titer of Specialist and with minimum experience of three (03) years in one of the following areas: Computer Science, Statistics, Physics, Mathematics or Engineering

Paragraph 4. The Science and Technology Board may request the company to appoint qualified personnel to assist them and provide technical support.

Paragraph 5. Members of TERRACAP will be indicated by this one (01) member and one (01) alternate member of the academic sector of the Federal District and 01 (one) member and one (01) alternate member of the productive sector of the Federal District, and this segment primarily from the companies installed in PTCD

Article 37. The Science and Technology Board shall meet ordinarily 01 (once) every quarter and extraordinarily on an as-needed basis.

Paragraph 1. The meetings shall be summoned by the Board of Executive Directors, the Chairperson of the Board of Director or by two (02) members of the Science and Technology Board.

Paragraph 2. The Science and Technology Board expresses itself by unanimous vote, with most of its members in attendance and the individual performance of each member should comply with decisions made by the General Meeting that have established their powers.

Article 38. When unable to attend, members of the Science and Technology Board shall be replaced by their respective alternate.

Article 39. In addition to cases of death, removal, waiver and others provided for by law, the position becomes vacant when a member of the Science and Technology Board does not attend, without just cause, two (02) consecutive meetings or three (03) interspersed meetings during the period of one year.

Sole Paragraph. In case a position in the Science and Technology Board becomes vacant and the respective alternate member is not instated, shareholders shall meet immediately in a

General Meeting to elect a replacement.

CHAPTER VI

FISCAL YEAR AND DIVIDENDS

Article 40. SPE's fiscal year shall coincide with the calendar year, beginning on January 1st and ending on December 31st.

Article 41. The distribution of profits or determination of losses shall be consistent with the net income reported in the annual statements, plus any early distributions of excess funds to the SPE or the need for additional contributions by the SPE. Such cases shall be decided by unanimous vote of the shareholders, based on the quarterly reports for the financial performance of the business, which shall reflect inflows and outflows for the quarter, as well as reconciliations with bank statements.

Sole Paragraph. Quarterly reports shall be prepared regardless tax determinations, although they must be reconciled with these determinations.

Article 42. After deductions provided for in Article 189 of Law No. 6404/76, as long as they are not over their annual payment and complying with legal requirements, the profits registered in the year shall be divided as follows:

I - 5% (five per cent) for setting up a Legal Reserve Fund, which will not exceed 20% (twenty per cent) of the equity capital;

II – Minimum of 5% (five per cent) of the fiscal year's net profit and up to a maximum of 50% (fifty per cent) of the equity capital, for setting up and maintaining a Special Reserve Fund to be used in investing in SPE's expansion or strengthening its cash flow. The balance of this account shall never exceed 20% (twenty per cent) of the equity capital;

III – The remaining balance shall be divided as suggested in the winning bid of Public Bidding Process No. 002/2013 – TERRACAP, provided that its conditions are met or cease to exist, the destination of the profits shall be approved by the General Meeting, based on proposal submitted by the Board of Executive Directors, with the possibility of the compulsory dividends being added to this, complying with Article 202, Paragraph 3°, of Law No. 6404/76.

CHAPTER VII

SHAREHOLDERS AGREEMENT

Article 43. Shareholders Agreements, which shall be filed at the company's headquarters, establish the conditions for the purchase and sale of shares, the right of first refusals when acquiring these, the exercise of voting rights or the power to control or other covenants, which shall always be observed by the SPE and its members.

Paragraph 1. Such obligations and liabilities resulting from shareholder agreements are valid and enforceable against third parties as soon as such agreements have been duly registered in SPE's books of shares, as provided in Article 118 of Law 6404/76.

Paragraph 2. The company's managers shall ensure that shareholders agreements are met and the Chairperson of the General Meeting shall declare void any shareholder vote that does not comply with the terms of such agreements.

CHAPTER VIII

LIQUIDATION AND DISSOLUTION

Article 44. The company shall be dissolved in cases provided for by law and Bid Notice No. XXX/20120-TERRACAP and its liquidation shall be processed according to conditions established in the terms of article 208 and following articles of Law No. 6404/76.

CHAPTER IX

GENERAL PROVISIONS

Article 45. In cases not provided for by the Articles of Incorporation, SPE shall be ruled by the provisions in Law No. 6404/76 (Law of Business Corporations), in what relates to the rules and regulations provided for in Bid Notice No. 002/2013-TERRACAP and PPP contract No. XXX/2013-TERRACAP.

Article 46. In case of any dispute arising out of this PPP, the corporate relationship, the implementation of the project, the activities of the SPE or relating thereto, shall be submitted the matter to arbitration as provided in Federal Law No. 9.307/96, with this Statute social and Shareholders Agreements and Other Agreements forecast clause for the purposes of the provisions of paragraph 1 of art. 4 of the Arbitration Act mentioned.

Article 47. Will be adopted for the purpose of Section 46 of the Câmara de Arbitragem de Mercado - CAM, as the body responsible for organizing and conducting the arbitration stipulated in this subsection, in accordance with its rules then in force, and the procedures in this regard will be undertaken in Brasília, DF, and led by 03 (three) arbitrators chosen as provided by the regulation.

Article 48. In settling disputes, and disputes are subject to arbitration pursuant to Article 47 shall be observed by the arbitrators, the right rules to follow in order here and willing:

- I - Brazilian law;
- II - The general principles of law, and
- III - Customs and practices accustomed to such contracts.

Article 49. The costs of establishment of the arbitration shall be borne by society. After award, all costs, including any fees of experts and lawyers, should be reimbursed to the company by the losing party. In the event of partial collapsing, the costs will be divided as determined by the arbitral award.

Article 50. While society and endure during the pendency of the solution to any dispute subject to

arbitration proceedings under discussion, the SPE is obligated to maintain the normal execution of the object of the Bid Notice No. 002/2013-TERRACAP and its Annexes, unless otherwise decide by express agreement or decision of character precautionary decision by the arbitration panel because the circumstances affect the conduct of the arbitration.

CHAPTER IX - JURISDICTION

Article 51. The courts of Brasilia, Brazil, shall be the sole courts of jurisdiction, to the express exclusion of any other, however privileged, for solving any disputes arising from or in connection with the Articles of Incorporations.

Brasilia, XXXX XX, 2013.

Shareholders:

**Agência de Desenvolvimento do Distrito
Federal (Federal District Development
Agency)- TERRACAP**

(name of winning bidder)

Review by Lawyers:

(insert full name)
OAB-XX No. XX.XXX

(insert full name)
OAB-XX No. XX.XXX