

**MINUTES OF THE FISCAL COUNCIL MEETING
HELD ON FEBRUARY 17, 2014**

I. DATE, TIME AND PLACE: On February 17, 2014, at 2 p.m., at Rua Humberto de Campos, No. 425, 8th floor, Leblon, in the City and State of Rio de Janeiro.

II. CALL NOTICE: By individual messages sent to the members of the Fiscal Council.

III. QUORUM AND ATTENDANCE: All members of the Fiscal Council were present. Also present were Bayard De Paoli Gontijo, Alexandre Gemerasca Dalosto, Patricia Ann, Antonio Carlos Correa Neto and Daniella Geszikter Ventura, representatives of the Company, as well as José Luis de Souza Gurgel and Rodrigo Ferreira Silva, representatives of KPMG Auditores Independentes ("KPMG").

IV. AGENDA: (1) To present the financial statements for 2013.

V. RESOLUTIONS: After the Meeting was installed, the members of the Fiscal Council appointed Daniella Geszikter Ventura to act as secretary. As to the **sole item** on the agenda, Bayard De Paoli Gontijo presented the Company's consolidated financial statements, cash flows and results of operations for the year ended December 31, 2013. The floor was passed to KPMG and José Luis Gurgel presented to the members of the Fiscal Council the results of the audit and the report referring to the year ended December 31, 2013. After considering the material, based on statements provided by the Company's management and independent auditors and taking into consideration KPMG's independent auditor's report, the members of the Fiscal Council concluded that the financial statements and other documents required by Article 133 of Law No. 6,404/1976, in connection with the fiscal year ended December 31, 2013, were in appropriate condition for submission to the to the Company's shareholders at their Ordinary General Meeting, in accordance with the opinion attached hereto.

VI. CLOSURE: There being no further business to discuss, the Chairman adjourned the meeting for the drawing up of these minutes, which were read, approved and signed by all attending members of the Fiscal Council and by the Secretary. /s/ Allan Kardec de Melo Ferreira – Chairman; Sidnei Nunes; Umberto Conti; Manuel Jeremias Leite Caldas; and Marcos Duarte Santos.

These minutes are a faithful copy of the original minutes recorded in the Company's books.

Rio de Janeiro, February 17, 2014.

Daniella Geszikter Ventura
Secretary