

796 0000 2314

**CAPITAL CONNECTION, INC.**

417 N. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-0062  
 FAX (904) 222-1222

RE: LNW International, Inc.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

EFFECTIVE DATE  
1-8-90

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 DIVISION OF CORPORATIONS

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REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up NC 1-9

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S		
Fictitious Name File		
Name Reservation		
Annual Report/Financial Statement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

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 96 JAN 9 AM 11:02  
 DIVISION OF CORPORATIONS

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

FILED  
SECRETARY OF STATE  
CORPORATIONS  
96 JAN -9 PM 1:09

**ARTICLES OF INCORPORATION  
OF  
LNW INTERNATIONAL, INC.**

**EFFECTIVE DATE**

1-8-96

THE UNDERSIGNED, acting as the Incorporator of a corporation, in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is LNW INTERNATIONAL, INC.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The duration of this corporation is perpetual commencing on the date of execution and acknowledgement of the articles.

**ARTICLE III - PURPOSE**

The purpose or purposes for which this corporation is organized are to engage in any activity or business permitted under the laws of the United States and of Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common Stock at One Dollar (\$1.00) par value per share.

**ARTICLE V - CAPITAL**

The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

### **ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

### **ARTICLE VII - INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Phillip H. Forbes, Esquire.

### **ARTICLE VIII - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successor(s) are elected and qualified are:

<u>Name</u>	<u>Address</u>
Wolfgang Muehlbauer	1340 U.S. Hwy #1, Suite 102 Jupiter, FL 33469
Rolf Kullmann	1340 U.S. Hwy #1, Suite 102 Jupiter, FL 33469

### **ARTICLE IX - INCORPORATOR**

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Wolfgang Muehlbauer	1340 U.S. Hwy #1, Suite 102 Jupiter, FL 33469
Rolf Kullmann	1340 U.S. Hwy #1, Suite 102 Jupiter, FL 33469

**ARTICLE X - COMMON DIRECTORS**

**TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

**ARTICLE XI - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

**ARTICLE XII - PRINCIPAL OFFICE**

The address of the Principal Office and Mailing Address is 1340 U.S. Hwy #1, Suite 102, Jupiter, FL 33469.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation, this 8<sup>th</sup> day of January, 1996.

*[Handwritten signature]*

Wolfgang Muehlbauer  
Incorporator

STATE OF FLORIDA )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of January, 1996, by Wolfgang Muehlbauer who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.



BARBARA JEAN FORBES  
My Commission CC365811  
Expires Jun. 21, 1998

*Barbara Jean Forbes*  
Notary Public, State of Florida  
My commission expires: 6/21/98

*[Handwritten signature]*  
Rolf Kullmann  
Incorporator

STATE OF FLORIDA )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of January, 1996, by Rolf Kullmann who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.



BARBARA JEAN FORBES  
My Commission CC365811  
Expires Jun. 21, 1998

*Barbara Jean Forbes*  
Notary Public, State of Florida  
My commission expires: 6/21/98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

LNW INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Philip H. Forbes, Esquire, located at 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.


**ACKNOWLEDGEMENT AND ACCEPTANCE**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Philip H. Forbes, Esquire  
Registered Agent

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8th day of January, 1996, by Philip H. Forbes who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

  
Notary Public, State of Florida  
My commission expires:



MORRIS GARY MILLER  
MY COMMISSION # CC440292 EXPIRES  
February 25, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
CORPORATION'S  
JAN 9 11:00 AM '96

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

**P96000002514**

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
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To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*NAME  
 Change  
 1/16/96*

*J*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>J</i>	_____	_____	_____

WALK-IN Will Pick Up *1/16 12:00*

of \_\_\_\_\_  
 RE: *BMW International, Inc.*

	C.C. FEE.	DISBURSED
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<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(a) <i>photo</i>		
<input checked="" type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
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<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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THANK YOU  
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 Your Capital Connection

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LNW INTERNATIONAL, INC.

FILED  
95 JAN 16 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

**ARTICLE I - NAME**

The name of this corporation is RNW INTERNATIONAL, INC.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: None

**THIRD:** The date of each amendment's adoption: January 10, 1996

**FOURTH:** Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

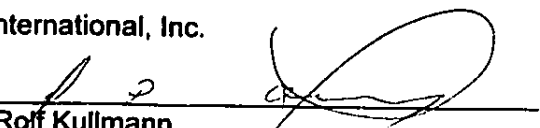
The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ (voting group).

Signed this 12<sup>th</sup> day of January, 1996

RNW International, Inc.

By   
Rolf Kullmann,  
Incorporator/Director



STATE OF FLORIDA )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of  
January, 1998, by Rolf Kullmann who is personally known to me or who produced  
\_\_\_\_\_ as identification and who did not take an  
oath.



PHILIP H FORMES  
My Commission CC509490  
Expires Nov. 13, 1999

Philip H Formes  
Notary Public, State of Florida  
My commission expires: 11/13/99