

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYN STREET  
TALLAHASSEE, FL 32311  
904-222-9171  
904-222-0193

800-342-8086

**csc networks**

Mail To:  
P.O. Box 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 53610 9569A

AUTHORIZATION :

COST LIMIT : 9337.50

ORDER DATE : February 3, 1995

ORDER TIME : 9:47 AM

ORDER NO. : 536181

CUSTOMER NO: 9569A

CUSTOMER: Cynthia Hendricks, Legal Asst  
PAULICH O'HARA & SLACK, PA

6th Floor  
2150 Goodlette Road  
Naples, FL 33940

DOMESTIC FILING

L95000000115

NAME: Group L.C. VRAI LIMITED COMPANY

ARTICLES OF INCORPORATION

XX LIMITED LIABILITY CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED  
95 FEB -3 AM 9 45  
TALLAHASSEE, FLORIDA

2-7-95  
f



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 3, 1995

CORPORATION INFORMATION SERVICES INC.  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: VRA, A LIMITED COMPANY  
Ref. Number: W95000002529

We have received your document for VRA, A LIMITED COMPANY and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

THERE SHOULD BE A TOTAL OF BOTH AMOUNTS FROM #3 ON THE TWO AFFIDAVITS SOMEWHERE ON THE AFFIDAVITS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy  
Corporate Specialist

Letter Number: 195A00004708

2/7/95  
RESUBMIT

**ARTICLES OF ORGANIZATION**

**FOR**

VRA Group, L.C.

**FILED**  
95 FEB -3 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of the Limited Company (hereinafter "Company") is:

VRA Group, L.C.

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the Company is:

1438 Byron Road  
Ft. Myers, Florida 33919

**ARTICLE III**  
**DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV**  
**MANAGEMENT**

The Company is to be managed by a manager, and the name and address of such manager, who shall hold office for the first year of the Company or until a successor is elected, is:

Ms. Waltraud Maria Rudolfine Herter  
1438 Byron Road  
Ft. Myers, Florida 33919

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit additional members to the Company upon the unanimous consent of each member.

ARTICLE VI  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Company, the Company shall dissolve unless the remaining members agree by unanimous consent to continue the business of the Company.

ARTICLE VII  
AMENDMENTS

The power to amend these Articles shall be vested in the members; however, if the members are unable to meet, the manager shall be empowered to amend the Articles, said amendments to be effective until such time as they are repealed by a majority vote of the members.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Margarete Landauer  
Margarete Landauer

Franka Raab  
Franka Raab

Timothy W. Smith  
Consul of the  
United States of America

NOTARIAL PUBLIC  
STATE OF MICHIGAN  
NOTARY PUBLIC

FEDERAL BUREAU OF INVESTIGATION  
UNITED STATES DEPARTMENT OF JUSTICE  
WASHINGTON, D. C. 20535  
JAN 16 1995

} SS

25


Jannary  
1995

332  
10  
16

95 FEB -3 AM 9 40  
FILED  
TALLAHASSEE, FLORIDA  
of VRA Group

VRA Group, Inc.

- Margarete Landauer  
Margarete Landauer

  
Timothy W. Smith  
Consul of the  
United States of America

3

332  
10  
16

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED  
FEB -3 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of VRA Group, Inc. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member is \$3,000.00.
3. The total amount of cash or property anticipated to be contributed by member is \$3,100.00. The total amount of anticipated contributions for both members is \$62,000.00.

Franka Raab  
Franka Raab

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

Timothy W. Beattie

Timothy W. Beattie  
Consul of the  
United States of America

Subscribed and sworn to before me this  
this 25 day of January  
1995

332  
10  
14

## BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that MARGARETE LANDAUER, a member owning 95% of the limited liability company known as VRA Group, L.C., of the County of Lee, and State of Florida, party of the first part, for and in consideration of the sum of (\$10.00) and other valuable considerations, paid by FRANKA RAAB, party of the second part, receipt whereof is hereby acknowledged, has granted, bargained, sold, transferred and delivered, and by these presents does grant, bargain, sell, transfer and deliver unto the said party of the second part all right, title and interest in the limited liability company known as VRA Group, L.C., said transfer to be effective on March 31, 1996.

TO HAVE AND TO HOLD the same unto the said party of the second part.

AND, said party of the first part does covenant to and with said party of the second part, that said party of the first part is the lawful owner of the said interest; that it is free from all encumbrances; that said party of the first part has good right to sell the same; and that said party of the first part will warrant and defend the sale of the said interest hereby made, unto the said party of the second part, against the lawful claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, the party of the first part has hereunto set her hand on the 25 day of January, 1995.

Signed, sealed and delivered  
in the presence of:

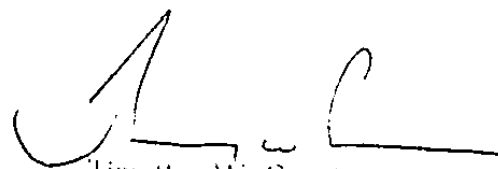
KATHLEEN L. GIES

Witness #1

Manfred Hint

Witness #2

By: Margarete Landauer  
Margarete Landauer

  
Timothy W. Smith  
Consul of the  
United States of America

## BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that FRANKA RAAB, a member owning 5% of the limited liability company known as VRA Group, L.C., of the County of Lee, and State of Florida, party of the first part, for and in consideration of the sum of (\$10.00) and other valuable considerations, paid by WALTRAUD MARIA RUDOLFINE HERTER, party of the second part, receipt whereof is hereby acknowledged, has granted, bargained, sold, transferred and delivered, and by these presents does grant, bargain, sell, transfer and deliver unto the said party of the second part all right, title and interest in the limited liability company known as VRA Group, L.C., said transfer to be effective on March 31, 1996.

TO HAVE AND TO HOLD the same unto the said party of the second part.

AND, said party of the first part does covenant to and with said party of the second part, that said party of the first part is the lawful owner of the said interest; that it is free from all encumbrances; that said party of the first part has good right to sell the same; and that said party of the first part will warrant and defend the sale of the said interest hereby made, unto the said party of the second part, against the lawful claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, the party of the first part has hereunto set her hand on the 25 day of January, 1995.

Signed, sealed and delivered  
in the presence of:

KATHLEEN L GIES  
Witness #1

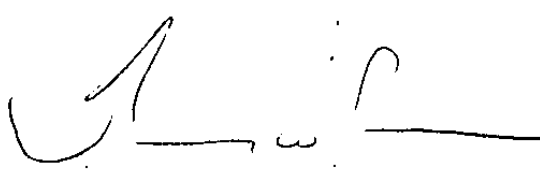
Manfred HIRT  
Witness #2

By:

Franka Raab

FRANKA RAAB, MEMBER OF THE  
FEDERAL BAR OF ATTORNEYS  
IN THE STATE OF FLORIDA  
COUNTY OF LEE, FLORIDA  
UNITED STATES OF AMERICA

SS





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

**FILED**  
95 FEB -3 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

VRA Group, L.C.

2. The name and address of the registered agent and office is:

Joseph R. Locker, Jr.  
2150 Goodlette Road, Sixth Floor  
Naples, Florida 33940

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

  
\_\_\_\_\_  
Joseph R. Locker, Jr.

Date: February 8, 1995

**FILE NOW: Fee after May 1, will be \$263.75**

**APPROVED  
AND  
FILED**

**96 MAR 27 PM 2:42**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996**



**FLORIDA DEPARTMENT OF STATE  
Sandra B. Morlham  
Secretary of State  
DIVISION OF CORPORATIONS**

**FILING FEE** Annual Report \$100.00 + \$158.75 Corporation Supplemental Fee  
**\$ 238.75** Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

**1. Name and Mailing Address of Limited Liability Company** **DOCUMENT #L95000000115**

**VRA GROUP, L.C.  
1438 BYRON ROAD  
FT. MYERS FL 33919**

**1a. Principal Place of Business Address**

**1438 BYRON ROAD  
FT. MYERS FL 33919**

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

<b>2. Principal Place of Business</b> <b>SAME</b>		<b>2a. Mailing Address</b>		<b>3. Date Organized or Qualified</b> <b>02/03/1995</b>	<b>3a. State of Formation</b> <b>FL</b>
Suite, Apt. #, etc.		Suite, Apt. #, etc.		<b>4. FEI Number</b> <b>65-0562908</b>	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State		City & State		<b>5. Date of Last Report</b>	<b>6. Certificate of Status Desired</b> <input type="checkbox"/> <small>NA IS Additional Fee Required</small>
Zip	Country	Zip	Country		

**7. Name and Address of Current Registered Agent**

**LOCKER, JOSEPH R JR.  
2150 GOODLETTE ROAD  
6TH FLOOR  
NAPLES FL 33940**

**8. Name and Address of New Registered Agent**

**Name**

**Street Address (P.O. Box Number is Not Acceptable)**

**Suite, Apt. #, etc.**

**City**

**Zip Code**

**FL**

**9. Pursuant to the provisions of Sections 606.416 and 606.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.**

**SIGNATURE**

**DATE**

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)

<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
<b>MGR</b>	<b>HERTER, WALTRAUD MARIA</b>	<b>1438 BYRON ROAD</b>	<b>FT. MYERS FL</b>  <b>200001763242</b> <b>-03/29/96--01101--006</b> <b>****238.75 ****238.75</b>  <i>10/3/29</i>

**11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company of the recorder or trustee empowered to execute this report as required by Chapter 606, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.**

**SIGNATURE:**

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNER MANAGING MEMBER OR MANAGER

Date

Daytime Phone #

L95000000115

**JOHN S. DZURAK**  
**ATTORNEY AT LAW**  
Post Office Box 510400  
306 EAST OLYMPIA AVENUE  
PUNTA GORDA, FLORIDA 33951-0400

Mailing Address:  
Post Office Box 510400  
Punta Gorda, Florida 33951-0400

Phone: (941) 639-3171  
Fax: (941) 639-3634

May 2, 1997

500002166235--3  
-05/05/97--01118--007  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Florida Secretary of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida, 32314

Re: VRA Group, L.C., a Florida Limited  
Liability Company (Document No. L 95000000115)

Dear Sirs:

Please find enclosed an Amendment To Articles of Organization Of VRA Group, L.C., a Florida Limited Liability Company. The purpose of the amendment is to reflect that one of the original members, Franka Raab, has assigned her membership interest to Ernestine Buie. Attached to the Amendment is an Assignment Of Membership Interest, with consents by the other member and the manager. There has been no change in the capital contributions of the members.

Please also find enclosed a check in the amount of \$52.50 for the filing fee. We do not wish to receive a certified copy of the Amendment, only proof of filing. For this purpose we are enclosing a copy of the Amendment along with self-addressed, stamped envelope.

Sincerely,

  
JOHN S. DZURAK

JSD:gm  
enclosures

SH 5/12

Amend.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAY -5 PM 1:12

FILED

**AMENDMENT TO ARTICLES OF ORGANIZATION OF  
VRA GROUP, L.C., a Florida Limited Liability Company**

FILED  
97 MAY -5 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Section 608.411, Florida Statutes (1995), the undersigned,  
who are all the present members of **VRA GROUP, L.C.**, a Florida Limited Liability Company,  
hereby amend the Articles of Organization of the Limited Liability Company, originally filed with  
the Florida Secretary of State on February 3, 1995 (Document Number L95000000115). The  
purpose of this Amendment is to reflect the names of the present members of the Limited Liability  
Company, as a result of the assignment by **FRANKA RAAB** of all of her membership interest to  
**ERNESTINE BUIE**. A copy of said Assignment of Membership Interest is attached hereto.

**THEREFORE**, the Articles of Organization are hereby amended for the purpose of  
adding the following Article VIII to the Articles of Organization:

**ARTICLE VIII**  
**MEMBERS**

The names and addresses, and amount of contribution made by each member of this  
Limited Liability Company are as follows:

- 1) **MARGARETE LANDAUER**  
Nymphenburger Str. 86  
Munich, Germany

Margarete Landauer's contribution is \$58,900.00 as stated in the  
Affidavit of Membership and Contributions attached to the original  
Articles of Organization

**2 ERNESTINE BUIE**

433 Niu Street  
Apartment 22  
Honolulu, Hawaii, 96815

Ernestine Buie's contribution is \$3,100.00, which is the amount originally contributed by the original member, Franka Raab, whose membership interest has been assigned to the said Ernestine Buie, pursuant to the "Assignment of Membership Interest" which is attached hereto.

**THE REMAINDER** of the provisions of the Articles of Organization shall remain as filed on February 3, 1995.

**THE MEMBERS** of VRA GROUP, L.C., a Florida Limited Liability Company, have executed the preceding Amendment to the Articles of Organization on March 5, 1997.

Marg. Landauer  
MARGARETE LANDAUER

Ernestine Buie  
ERNESTINE BUIE

## **ASSIGNMENT OF MEMBERSHIP INTEREST**

**WHEREAS, VRA GROUP, L.C.,** is a duly organized Limited Liability Company, organized under the laws of the State of Florida, whose Articles of Organization were filed with the Florida Secretary of State on February 3, 1995 ( Document Number L95000000115), and

**WHEREAS, FRANKA RAAB** and **MARGARETE LANDAUER** are the sole members of **VRA GROUP, L.C.,** a Florida Limited Liability Company, whereby **FRANKA RAAB** has contributed Three Thousand One Hundred and no/100ths (\$3,100.00) Dollars, and **MARGARETE LANDAUER** has contributed Fifty Eight Thousand Nine Hundred and no/100ths (\$58,900.00) Dollars as the capital contributions, respectively, to the said Limited Liability Company; and

**WHEREAS, MS. WALTRAUD MARIA RUDOLFINE HERTER** is the Manager of **VRA GROUP, L.C.,** a Florida Limited Liability Company; and

**WHEREAS, FRANKA RAAB** hereby intends to transfer all of her membership interest in **VRA GROUP, L.C.,** a Florida Limited Liability Company, to **ERNESTINE BUIE,** with the consent of the other sole member, **MARGARETE LANDAUER,** and the consent of the Manager, **MS. WALTRAUD MARIA RUDOLFINE HERTER,** so that the said **ERNESTINE BUIE** and **MARGARETE LANDAUER** become the sole members of the Limited Liability Company; and,

WHEREAS, MARGARETE LANDAUER, as the other sole member, and MS. WALTRAUD MARIA RUDOLFINE HERTER, as the Manager, hereby consents to the said assignment

NOW, THEREFORE, in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, FRANKA RAAB hereby sells, transfers, assigns and quit claims to ERNESTINE BUIE, whose address is 433 Niu Street, Apartment # 22, Honolulu, Hawaii, 96815, all of her membership interest in VRA GROUP, L.C., a Florida Limited Liability Company, so that the said ERNESTINE BUIE, as of this date, shall become a full member of VRA GROUP, L.C., a Florida Limited Liability Company, in her stead.

THE MANAGER is hereby authorized to amend the membership roll and records of VRA GROUP, L.C., a Florida Limited Liability Company, in order to indicate that ERNESTINE BUIE and MARGARETE LANDAUER are, as of this date, the sole members of VRA GROUP, L.C., a Florida Limited Liability Company.

DATED this 5<sup>th</sup> day of March, 1997.

Franka Raab  
FRANKA RAAB

**CONSENT TO ASSIGNMENT BY MEMBER**

THE UNDERSIGNED, MARGARETE LANDAUER, being the only other member of VRA GROUP, L.C., a Florida Limited Liability Company, hereby consents to the above

Assignment of Membership Interest by FRANKA RAAB to ERNESTINE BUIE.

DATED this 28 day of March, 1997.

  
MARGARETE LANDAUER

**CONSENT TO ASSIGNMENT BY MANAGER**

THE UNDERSIGNED, MS. WALTRAUD MARIA RUDOLFINE HERTER,  
as the Manager of VRA GROUP, L.C., a Florida Limited Liability Company, hereby consents  
to the above Assignment of Membership Interest by FRANKA RAAB to ERNESTINE BUIE.

DATED this fifth day of March, 1997.

  
MS. WALTRAUD MARIA RUDOLFINE HERTER