

N 96000002382

DAVID S. WILLIG, CHARTERED

International Law Office  
141 NE 3rd AVE - 10th Floor  
Miami, Florida 33132

Tel. (305) 667-7755

April 24, 1996

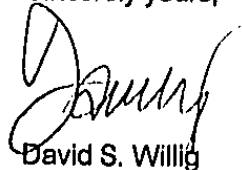
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RECEIVED  
FBI  
MAY 1 1996  
FBI  
MAY 1 1996  
FBI  
MAY 1 1996

Re: VINDE INTERNATIONAL, INC.

Please find enclosed an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above named corporation, along with a check in the amount of \$70.00 to cover the filing fee and registered agent designation fee. After filing, please return a date-stamped copy of the Articles in the enclosed stamped, self-addressed envelope. Thank you for your attention to this matter.

Sincerely yours,

  
David S. Willig

enclosures

5/3/96  
TB

Articles of Incorporation of  
VINDE INTERNATIONAL, INC.

A Florida corporation not-for-profit

The undersigned acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation;

Article I

The name of the corporation shall be Vinde International, Inc.

The street address of the initial principal office and the mailing of this corporation shall be 22042 Las Brisas, BocaRaton, FL 33433.

Article II

The method of election of directors shall be stated in the bylaws.

Article III

The purpose for which the corporation is organized is to be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), to wit, religious, educational and social work.

Article IV

The street address of the corporation's initial registered office and the name of its initial registered agent at that address is David S. Willig, 141 NE 3rd AVE - 10th Floor, Miami, FL 33132.

Article V

The number constituting the initial Board of Directors of the corporation is 3, and the names and addresses of the persons who are to serve initially are:

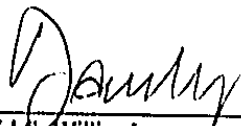
<u>Name</u>	<u>Address</u>
Caio Fabio D'Araujo, Jr	22042 Las Brisas BocaRaton, FL 33433
Alda Maria Fernandes D'Araujo	22042 Las Brisas Boca Raton, FL 33433
Robin Glass	22042 Las Brisas Boca Raton, FL 33433

Article VI

The name and address of the incorporator is

David S. Willig  
141 NE 3rd AVE - 10th floor  
Miami, Florida 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of  
Incorporation this 24<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
David S. Willig, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

VINDE INTERNATIONAL, INC.

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

David S. Willig  
141 NE 3rd AVE - 10th Floor  
Miami, Florida 33132

Signature

  
Incorporator

Title

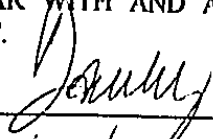
Incorporator

Date

4/24/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Signature



Date

4/24/96

① N 96000002382



Florida Dept of State  
Amendment Section - Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Florida 10/1/97

Dear Sir or Madam,

I am hereby filing amendments to the Articles of Incorporation for Vinde International, Inc., originally filed on April 29, 1996 and assigned document number N96000002382. I am also filing a change of registered agent.

Please find enclosed the following:

- 1) Articles of Amendment to Articles of Incorporation of Vinde International, Inc (2 copies)
- 2) Statement of change of registered office and registered agent for corporation Vinde International, Inc. (2 copies)
- 3) Company check for US\$122.50:

- a) Filing fee for articles of amendment US\$35.00
- b) Certified copy of the amendment US\$52.50
- c) Filing fee for change of agent US\$35.00

Please return a certified copy of the articles of amendment to:

Robin Glass  
Vinde International, Inc.  
4699 N. Federal Hwy #205A  
Pompano Beach, FL 33064

Tel (954) 783 0008

Yours truly,

Robin Glass  
Director

300002322403--0  
-10/09/97--01032--001  
\*\*\*\*122.50 \*\*\*\*\*35.00

#35- CF

VS OCT 16 1997

RA chg.

Statement of change of registered office and registered agent for the corporation

## VINDE International, Inc.

A Florida Corporation not-for-profit

Pursuant to the provisions of section 607.0502, 617.0502, 607.1508 or 617.1508, Florida Statutes, the undersigned nonprofit corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office and registered agent.

1. The name of the corporation is Vinde International, Inc.

2. The mailing address of the corporation is:

4699 N. Federal Hwy Suite 205A  
Pompano Beach, FL 33064

3. Date of incorporation April 24<sup>th</sup>, 1996. Document number N96000002382

4. Name and address of current registered agent and office:

*Little*  
John B. White  
Lighthouse Tax Service Inc.  
3170 N. Federal Hwy #100  
Lighthouse Point, FL 33064

5. Name and address of new registered agent and office:

Robin Glass  
4699 North Federal Hwy, Suite 205A  
Pompano Beach, FL 33064

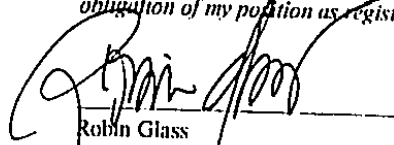
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such a change was authorized by an officer so authorized by the board.

  
Caio Fabio D'Araujo Jr.  
President - Vinde International

*31, 20, 1997*  
September 31<sup>st</sup> 1997

*Having been named as registered agent and to accept service of process for the above stated corporation, 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.*

  
Robin Glass

*Sept 31<sup>st</sup> 97*  
September 31<sup>st</sup> 1997

(2) N960000002382



Florida Dept of State  
Amendment Section - Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Florida 10/1/97

700002315807--7  
-10/09/97--01032--001  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam,

I am hereby filing amendments to the Articles of Incorporation for Vinde International, Inc., originally filed on April 29, 1996 and assigned document number N96000002382. I am also filing a change of registered agent.

Please find enclosed the following:

- 1) Articles of Amendment to Articles of Incorporation of Vinde International, Inc (2 copies)
- 2) Statement of change of registered office and registered agent for corporation Vinde International, Inc. (2 copies)
- 3) Company check for US\$122.50:
  - a) Filing fee for articles of amendment US\$35.00
  - b) Certified copy of the amendment US\$52.50
  - c) Filing fee for change of agent US\$35.00

FILED  
97 OCT -9 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Please return a certified copy of the articles of amendment to:

Robin Glass  
Vinde International, Inc.  
4699 N. Federal Hwy #205A  
Pompano Beach, FL 33064

Tel (954) 783 0008

Yours truly,

Robin Glass  
Director

135 - C F  
52.50 - cert  
87.50

V8 OCT 16 1997  
Amend

Articles of Amendment to Articles of Incorporation of

# **VINDE International, Inc.**

A Florida Corporation not-for-profit

FILED  
97 OCT -9 PM 2:13

SECRET  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation and change of registered agent.

## FIRST AMENDMENTS ADOPTED:

Article I is amended to

### **Article I - Name**

The name of the corporation shall be Vinde International, Inc.

Article II is amended to:

### **Article II - Place of business**

The street address of the principal office and the mailing of this corporation is:

4699 North Federal Hwy Suite 205A,  
Pompano Beach, FL 33064.

Article III is amended to:

### **Article III - Purpose**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article IV is amended to:

### **Article IV - Election of Directors**

The manner in which the directors are elected shall be stated in the bylaws.

S



Article V is amended to

#### **Article V - Registered Agent**

The name and Florida street address of the Registered Agent is:

Robin Glass  
4699 North Federal Hwy Suite 205B  
Pompano Beach, FL 33064

Article VI is amended to

#### **Article VI - Initial Directors**

The number constituting the initial Board of Directors of the corporation is 3, and the names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
Caio Fabio D'Araujo Jr.	10417 Boca Springs Drive Boca Raton, FL 33428
Alda Maria Fernandes D'Araujo	10417 Boca Springs Drive Boca Raton, FL 33428
Robin Glass	6968 NW 30 <sup>th</sup> Ave Fort Lauderdale, FL 33309

Article VII is added:

#### **Article VII - Dissolution**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

In the event of dissolution of the corporation, the residual assets of the corporation will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code. Provided, however, that the corporation shall at all times so long as a mortgage on the corporation's property is held or insured by the Secretary of Housing and Urban Development have the power to convey its property to the Secretary of Housing and Urban Development or his nominee, for exclusively public purposes.

9.

Article VIII is added

**Article VIII – Incorporator**

The name and address of the incorporator is

David S. Willig  
141 NE 3rd Ave – 10th Floor  
Miami, FL 33132

**SECOND:**

The date of adoption of the amendments was September 31<sup>st</sup> 1997.

**THIRD:**

There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of Directors.

Vinde International, Inc.

September 31<sup>st</sup> 1997

 - Sep 31, 1997  
Caio Fábio D'Araújo Jr.  
President