

P9500004688

John W. Case, Esquire

ATTORNEY AND COUNSELOR AT LAW

2900 EAST OAKLAND PARK BOULEVARD  
THIRD FLOOR  
FORT LAUDERDALE, FLORIDA 33306  
TELEPHONE (305) 564-0550  
FAX (305) 564-8660

FILED  
1995 FEB 21 PM 3:00  
TALLAHASSEE, FLORIDA

February 15, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

700001410977  
-02/21/95--01023--004  
\*\*\*122.50 \*\*\*122.50

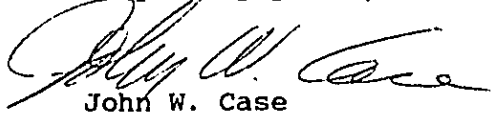
RE: VN CONSULT, INC.

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation of the captioned company, together with a Resident Agent form and our check in the amount of \$ 122.50 representing payment of the following:

Filing Fee:	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Certificate	<u>35.00</u>
TOTAL	\$ 122.50

Very truly yours,

  
John W. Case

JWC/slf

Enclosure(s)

*dB 2/21/95*

EFFECTIVE DATE

2-15-95

**ARTICLES OF INCORPORATION**

**OF**

**VN CONSULT, INC.**

FILED

1995 FEB 21 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME - LOCATION**

The name of this corporation is VN CONSULT, INC., located at 4335 Ocean Drive (A1A), Lauderdale-by-the-Sea, Florida 33308.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Five Hundred (500) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

EFFECTIVE DATE

2-15-95

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

2900 East Oakland Park Boulevard, Third Floor

Fort Lauderdale, Florida 33306

and the name of the initial registered agent of this corporation at that address is:

John W. Case, Esquire

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
PAOLO von NUREMBERG	4335 OCEAN DRIVE (A1A) LAUDERDALE-BY-THE-SEA, FLORIDA 33308

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
PAOLO von NUREMBERG	4335 OCEAN DRIVE (A1A) LAUDERDALE-BY-THE-SEA, FLORIDA 33308

**ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X - QUALIFICATION UNDER SECTION 1244**

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

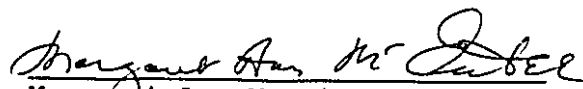
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of February, 1995.

  
\_\_\_\_\_  
PAOLO von NUREMBERG

STATE OF FLORIDA )  
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PAOLO von NUREMBERG who is personally known to me or who has produced D. License as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid this 15<sup>th</sup> day of February, 1995

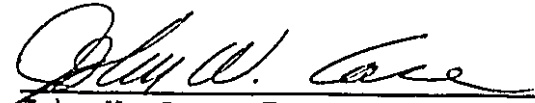
  
Margaret Ann McEntee  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL  
MARGARET ANN MCENTEE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC399680  
MY COMMISSION EXP. AUG. 10, 1996

**ACKNOWLEDGMENT BY REGISTERED AGENT**

aving been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping said office open.



John W. Case, Esq.  
Registered Agent

**PREPARED BY:**  
**JOHN W. CASE, ESQUIRE**  
**2900 EAST OAKLAND PARK BOULEVARD, THIRD FLOOR**  
**FORT LAUDERDALE, FL 33306**  
**(305) 564-0550**

FILED  
1995 FEB 21 PM 3:00  
TALLAHASSEE, FLORIDA

LAW OFFICES OF

*John W. Case, Esquire*

ATTORNEY AND COUNSELOR AT LAW

2900 EAST OAKLAND PARK BOULEVARD  
THIRD FLOOR  
FORT LAUDERDALE, FLORIDA 33306  
TELEPHONE: (305) 564-0550  
FAX: 305 564-8666

May 18, 1995

**P95000014688**

Florida Department of State  
Bureau of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

900001500519

-05/26/95--01090--018

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Vn Consult, Inc.  
Document #P95000014688

Dear Sirs:

I am enclosing and original and one copy of Articles of Amendment in the above-captioned corporation. Please file these and stamp and return the copy to me in the enclosed self-addressed envelope.

Our check #7877 in the amount of \$35.00 is enclosed to cover the cost of this service.

If you have any questions, please contact me at the above phone number.

Very truly yours,

*John W. Case*  
John W. Case, Esq.

JWC:pm  
Enclosures

*Keygy*  
AUTHENTICATED  
CORRECT  
DATE *6/7/95*  
DOC EXAM *DC*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 MAY 26 PM 1:14

FILED

*DC*  
*6/7/95*  
*Amendment*

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**Vn CONSULT, INC.**  
**DOCUMENT # P95000014688**

**FILED**  
95 MAY 26 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**ARTICLE I - NAME - LOCATION**

The name of this corporation is Vn Consult, Inc., located at 2805 East Oakland Park Boulevard, Suite 288, Fort Lauderdale, Florida 33306.

**ARTICLE VI - ~~INITIAL~~ REGISTERED OFFICE AND AGENT**

The street address of the ~~initial~~ registered office of this corporation is:

2805 East Oakland Park Boulevard, Suite 288

Fort Lauderdale, Florida 33306

and the name of the ~~initial~~ registered agent of this corporation at that address is:

Paolo von Nuremberg

(Highlighted portions are the portions being amended.)

**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: May 16, 1995

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

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

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

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

☒ The amendment(s) were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23<sup>rd</sup> day of May, 1995.

Signature 

Paolo von Nuremberg -- Incorporator/Initial Director