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ACCOUNT NO. 572100000032

REFERENCE : 578491 6141A

AUTHORIZATION :

*Patricia Pjunt*

COST LIMIT : \$ 122.50

ORDER DATE : April 12, 1995

ORDER TIME : 10:56 AM

ORDER NO. : 578491

CUSTOMER NO: 6141A

800001454658

CUSTOMER: Mr. John C. Hamlin  
LUCIO HANDLER CROLAND  
BRONSTEIN & STEELE, P.A.  
Suite 2000  
701 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: VELNAD, INC.

FILED  
95 APR 12 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

T. BROWN APR 12 1995

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**ARTICLES OF INCORPORATION**  
**OF**  
**VELNAD, INC.**

FILED  
95 APR 12 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name and Address**

The name, address and principal place of business of this corporation is:

VELNAD, INC.  
c/o WLMC Registered Agents, Inc.  
701 Brickell Avenue  
Suite 2000  
Miami, Florida 33131

**Article II - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

**Article III - Capital Stock**

This corporation is authorized to issue 1,000 shares of common stock, par value US \$1.00 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

**Article IV - Initial Registered Office and Agent**

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

701 Brickell Avenue  
Suite 2000  
Miami, Florida 33131

and the name of the initial registered agent of this corporation at such address is WLMC REGISTERED AGENTS, INC.



#### Article V - Incorporator

The name and address of the initial incorporator of this corporation is:

Waldemar Kronberg  
Rua Mourato Coelho #90, cj. 50  
05417-000 Sao Paulo  
SP Brazil

#### Article VI - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director are:

Waldemar Kronberg  
Rua Mourato Coelho #90, cj. 50  
05417-000 Sao Paulo  
SP Brazil

#### Article VII - Officers

The name and address of the initial officer of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

President,	Waldemar Kronberg
Secretary &	Rua Mourato Coelho #90, cj. 50
Treasurer:	05417-000 Sao Paulo
	SP Brazil

#### Article VIII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to, purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation party, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such



promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

#### **Article IX - Director Conflicts of Interest**

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either 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 her 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 a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; 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 or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

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

#### **Article X - Indemnification**

**Section 1 - Right to Indemnification.** The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which



those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

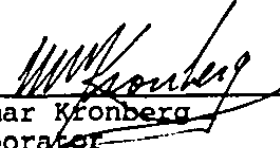
**Section 2 - Advances.** Costs, charge, and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**Section 3 - Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

#### **Article XI - Duration**

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this FIFTH day of APRIL, 1995.

  
\_\_\_\_\_  
Waldemar Kronberg  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for VELNAD, INC. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1993).

Dated this 11th day of April, 1995.

WLMC REGISTERED AGENTS, INC.

By:

Saturnino E. Lucio

Saturnino E. Lucio  
Authorized Representative

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