

P95000066354

Chapter Number

8-25-95

95 AUG 28 AM 9 50

VALIDATION ONLY

FILED  
AUG 28 PM 2 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PHF  
Knightbridge Consultants  
Requestor's Name  
155 South Miami Ave  
Address  
Miami, FL 33130  
City State ZIP Phone  
539-1029

800001570878  
-08/28/95--01004--017  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

WESTBROOK ENTERPRISES, INC.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call If Problem	<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Mail Out
<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED  
COPY

RECEIVED AUG 28 1995

EMPIRE  
Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION  
OF  
WESTBROOK ENTERPRISES, INC.**

FILED  
1995 AUG 28 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

**ARTICLE I - NAME**

The name of the corporation shall be **WESTBROOK ENTERPRISES, INC.**

**ARTICLE II - ACTIVITY**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III - MAXIMUM SHARES**

The maximum shares of stock, at ten cents (\$0.10) par value, that this Corporation is authorized to have outstanding at any time is **One Thousand (1,000) shares.**

**ARTICLE IV - AMOUNT OF INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business will not be less than **One hundred dollars (\$100.00) Dollars.**

**ARTICLE V - CAPITAL STOCK**

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lien of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

**JORGE GOMES GUERNER CARDOSO**  
**15425 S.W. 50TH LANE**  
**MIAMI, FLORIDA 33185**

**ARTICLE XI - LIMITATIONS OF CORPORATE STOCK**

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

**ARTICLE XII - FURTHER RIGHTS**

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true and to respectively agree to abide by the Articles as hereinstated.

**ARTICLE VI - EXISTENCE**

This Corporation is to have perpetual existence.

**ARTICLE VII - PRINCIPAL OFFICE**

The principal office of this Corporation shall be at:

**15425 S.W. 50 LANE  
MIAMI, FLORIDA 33185**

**ARTICLE VIII - BOARD OF DIRECTORS**

The number of the board of directors of the Corporation shall not be less than one person. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

**JAIME DE CARVALHO VILHEGAS MOREIRA . . . . . Director/President  
15425 S.W. 50 LANE  
MIAMI, FLORIDA 33185**

**ARTICLE IX - SHAREHOLDERS**

The names and post office addresses of each sharcholder to the articles of incorporation are as follows:

**JAIME DE CARVALHO VILHEGAS MOREIRA . . . . . 1,000 SHARES  
15425 S.W. 50 LANE  
MIAMI, FLORIDA 33185**

**ARTICLE X - INCORPORATORS**

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

Subscribed at Miami, Dade County, Florida, this \_\_\_\_ day of \_\_\_\_\_, 1995.

  
**JORGE GOMES GUERNER CARDOSO**

STATE OF FLORIDA |

SS.

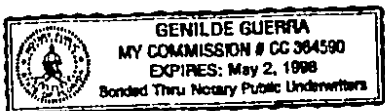
COUNTY OF DADE |

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **JORGE GOMES GUERNER CARDOSO** who, after showing PASSPORT as identity and being duly sworn by me, depose and say that he signed the above foregoing Articles of Incorporation for the purposes therein set forth.

**WITNESS** my hand and official seal at Miami, Dade County, Florida, This 24 day of AUGUST, 1995.

  
\_\_\_\_\_  
**Notary Public, State of Florida**

**My commission expires:**



**CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That **WESTBROOK ENTERPRISES, INC.** is qualified to do business under the laws of the State of Florida, with its principal office at **15425 S.W. 50TH LANE - MIAMI, FL 33185** and has appointed **JORGE GOMES GUERNER CARDOSO**, at the same principal office address as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
**JORGE GOMES GUERNER CARDOSO**  
Registered Agent

**FILED**  
1995 AUG 28 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Law Office of  
Richard J. O'Hare  
PROFESSIONAL ASSOCIATION

550 Madruga Avenue  
Suite 200  
Tallahassee, Florida 32310

(305) 661-4600 - Telephone  
(305) 284-9186 - Facsimile

December 17, 1996

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

Re: **Westbrook Enterprises, Inc.**  
**Change of Registered Agent**

8000 10120 111818 11181  
12/20/96 101044 010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ladies and Gentlemen:

Enclosed please find the following items:

1. Statement of Change of Registered Office or Registered Agent or Both for Corporations.
2. Filing fee of \$35.00.

Please enter the change of registered agent on your records as reflected on the enclosed document.

Thank you for your attention to this matter.

Very truly yours,

Richard J. O'Hare, Esquire

RJO:rel  
Enclosures  
c:\wp51\moreira\westbroo.ltr

SECRETARY  
TALLAHASSEE  
FLORIDA

95 DEC 20 11 10:53

APPROVED  
AND  
FILED

124500006354  
12/20/96  
RJA

Florida Department of State, Jim Smith, Secretary of State

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

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

1a. The name of the corporation is: Westbrook Enterprises, Inc.

1b. The mailing address of the corporation is: 15425 S.W. 50th Lane, Miami, Florida  
33185

1c. Date of incorporation: 8/28/95 Document number: \_\_\_\_\_

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

Jorge G. Cardoso  
15425 S.W. 50th Lane  
Miami, Florida 33185

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Richard J. O'Hare, Esquire  
1550 Madruga Avenue, Suite 120  
Coral Gables, Florida 33146

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 change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

4/25/96  
(Date)

Jaime Moreira, President  
(Printed or typed name and title)  
a/k/a Jaime D. Carvalho

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.

(Signature of Registered Agent)

4/25/96  
(Date)

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

FILING FEE: \$35.00

P95000066354

STOSBERGAS & FERNANDEZ  
L.L.P.  
COURVOISIER CENTRE  
801 BRICKELL KEY DRIVE, SUITE 400  
MIAMI, FLORIDA 33131  
City/State/Zip Phone #

000002272370--9  
-06/05/97--01010--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 JUN -5 PM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
6/12/97

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

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

1a. The name of the corporation is: WESTBROOK ENTERPRISES, INC.

1b. The mailing address of the corporation is : 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146

1c. Date of incorporation: 08/28/95 Document number: P95000066354

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

Richard J. O'Hare, Esq.

1550 Madruga Avenue, Suite 120

Coral Gables, Florida 33146

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Nelson Slosbergas, Esq.

501 Brickell Key Drive, Suite 400

Miami, Florida 33131

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 change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or  
vice chairman of the board)

Jaime Carvalho

(Printed or typed name and title)

*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.*

(Signature of Registered Agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Date)

(Capacity)

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