

95000066354

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
Knechtelridge 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.



EMPIRE

Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

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

CERTIFIED COPY

AUG 28 1995

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 lieu 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

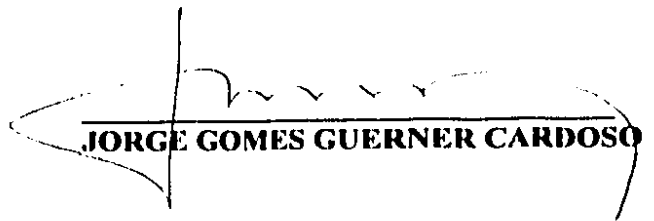
The names and post office addresses of each sharcholder to the articles of incorporation are as follows:

**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.



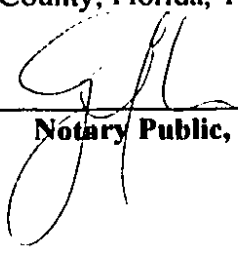
JORGE GOMES GUERNER CARDOSO

STATE OF FLORIDA |
 |
COUNTY OF DADE |

SS.

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

P95000066354

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 1020 11-18-96
12/20/96--01044--010
*****35.00 *****35.00

Ladies and Gentlemen:

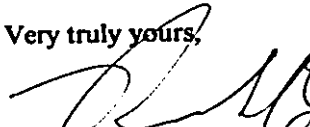
Enclosed please find the following items:

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 DEC 20 AM 10:53
APPROVED
AND
FILED

RJO:rel
Enclosures
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Handwritten notes:
12/20/96
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RJA:AM

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)

Jaime Moreira, President
a/k/a Jaime D. Carvalho

4/25/96
(Date)

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)

SECRET OF STATE
TALLAHASSEE, FLORIDA
\$3 DEC 20 11 10:53

APPROVED
AND
FILED

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

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

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

Dmc
 6/12/97

Examiner's Initials	
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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

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

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