

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9172 FAX

800-342-8086



*Handwritten: 82461809607*

COMPANY NO. : 072100000032

REFERENCE : 824618 88155A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 30, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 824618

CUSTOMER NO: 88155A

CUSTOMER: Lawrence H. Katz, Esq  
LAWRENCE H. KATZ, ESQ

Suite 120  
341 North Maitland Avenue  
Maitland, FL 32751

8100001701418  
-01730796--01075--005  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: THE VINEYARD, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: VICKI PEREZ

EXAMINER'S INITIALS:

T. BROWN JAN 31 1996

FILED  
96 JAN 30 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 JAN 30 PM 12:27  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**THE VINEYARD, INC.**

FILED  
96 JAN 30 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the Corporation shall be THE VINEYARD, INC., a Florida Corporation.

2. **PRINCIPAL OFFICE OR MAILING ADDRESS.** The Principal Office of the corporation shall be and its mailing address shall be 4208 Placid Street, Sarasota, Florida 34243. The Principal Office and mailing address may be changed from time to time by the Board of Directors.

3. **STOCK.** The maximum number of shares of stock of this Corporation which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this Corporation. The shares of common stock of this Corporation shall have preemptive rights.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of this Corporation is and the name of the initial registered agent of this Corporation at that address is

Lawrence H. Katz  
341 N. Maitland Avenue  
Suite 120  
Maitland, Florida 32751

5. **BOARD OF DIRECTORS.** The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation.

6. **INCORPORATOR.** The name and address of the Incorporator(s) is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence H. Katz	341 N. Maitland Avenue Suite 120 Maitland, Florida 32751

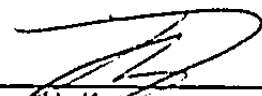
7. **BY-LAWS.** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

8. **INDEMNIFICATION.** Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification

shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

**9. AMENDMENT.** The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 29th day of January, 1996.

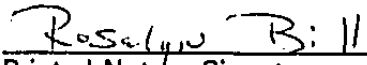
  
\_\_\_\_\_  
Lawrence H. Katz

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Lawrence H. Katz, known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath (~~was~~) (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of January, 1996.

  
\_\_\_\_\_  
Notary Signature

  
\_\_\_\_\_  
Printed Notary Signature

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING**  
**UPON WHOM PROCESS MAY BE SERVED**

FILED  
96 JAN 30 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

First, that The Vinoyard, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Sarasota, County of Sarasota, State of Florida, has named Lawrence H. Katz, 341 N. Maitland Avenue, Suite 120, Maitland, Florida 32751, as its agent to accept process within this state.

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

  
\_\_\_\_\_  
Lawrence H. Katz, Resident Agent

P96000009607

B. Kingston Coyne  
Requestor's Name

4208 Placid St.  
Address

Sarasota, FL 39243  
City/State/Zip Phone #

Office Use Only

FILED  
96 NOV 21 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

- 500002010945--5  
-11/21/96--01041--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50
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 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

N/C

VS DEC 2 1996

Examiner's Initials

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
THE VINEYARD, INC.

**FILED**  
96 NOV 21 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I of the Articles of Incorporation of THE VINEYARD, INC., is amended to read as follows:

1. Name. The name of the Corporation is VIATICAL CAPITAL, INC., a Florida Corporation.

2. The foregoing Amendment was adopted unanimously by the Shareholders and Directors of this Corporation on the 14th day of October, 1996.

Kingston P. Coyne  
Witness

R. Kingston Coyne, President

(CORPORATE SEAL)

KINGSTON P. COYNE  
Witness Printed Name

Florence Coyne  
Witness

FLORENCE COYNE  
Witness Printed Name

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before on this 13<sup>th</sup> day of October, 1996, by R. Kingston Coyne as President for The Vineyard, Inc.

Gail A. Gagnon

Notary Signature

GAIL A. GAGNON  
Notary Printed Name

Personally Know    or Produced Identification   

Type of Identification Produced FL license

OFFICIAL NOTARY SEAL  
GAIL A GAGNON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC42264  
MY COMMISSION EXP. NOV. 21, 1998