

FEB-09-1996 12:20

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11:40 AM

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF REVENUE  
STATE OF FLORIDA  
109 EAST RAYMOND STREET  
TALLAHASSEE, FL 32399  
FAX (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1402 FLAGLER BLVD  
SUITE 200  
MIAMI, FL 33137  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

(((H96000001958))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AGNUS DAY, INC.

FAX AUDIT NUMBER: H96000001958

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/09/1996

TIME REQUESTED: 11:39:50

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072480003255

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96FEB-9 PM 1:13

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H96000001958

36 L BUSINESS LEGAL  
141 N.E. 3rd AVE. #204  
MIAMI, FL 33132  
(805) 373.6211  
EVANE BECHTINGER

ARTICLES OF INCORPORATION OF

(5)

FILED  
SEP-9 PM 3:59  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: **AGNUS DAY, INC.**

with the principal place of business located at:

1865 79st. Causeway # 14A  
N. Bay Village 33141

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

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

1865 79st. Causeway #14A  
N. Bay Village 33141

The name of the initial Registered Agent of this corporation is:

**FRANCINE VEIGA**

H96000001958

H960000 01958

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director(s) of this corporation :

FRANCINE VEIGA -- PRESIDENT

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

FRANCINE VEIGA  
1865 79 st. Causeway #6H  
N. Bay Village, Fl. 33141

#### ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

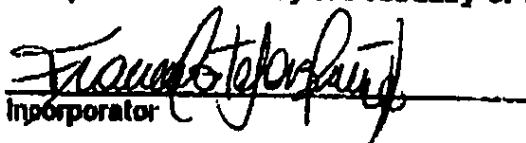
#### ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

#### ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of February of 1996

  
Incorporator

H960000 01958

H960000 01958

**CERTIFICATE DESIGNATING THE ADDRESS AND AN**  
**AGENT UPON WHOM PROCESS MAY BE SERVED**


**WITNESSETH:**

That **AGNUS DAY, INC.** desiring to organize under  
the laws of the State of Florida, which will have its principal office in the County of Dade,  
State of Florida, has appointed **FRANCINE VASGA**  
, as its agent to accept service of process within the state.

**ACKNOWLEDGEMENT:**

Having been named by the first Board of Directors of **AGNUS DAY, INC.**

to accept service of process for the above stated corporation, at the place designated in  
this certificate, I hereby agree to act in the capacity of Registered Agent for said  
corporation, and agree to comply with the applicable provision of the Florida Statutes,  
this 9 day of FEBRUARY, 1996 .

  
Registered Agent

H960000 01958

FEB-09-1996 12:21

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STATE OF FLORIDA)  
COUNTY OF DADE )

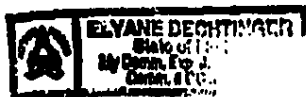
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **FRANCINE VEGA**

known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this **9** day of **FEBRUARY**, **1996**.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



FILED  
96 FEB -9 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H960000 01958

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MAR-22-1996 14:24

5:07 PM

P.02/03

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1402 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3634  
FAX: (305) 541-3770  
DOCUMENT TYPE: BASIC AMENDMENT

NAME: AGNUS DAY, INC.  
FAX AUDIT NUMBER: H96000004137 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 03/21/1996 TIME REQUESTED: 17:07:16  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
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(((H96000004137)))  
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Angel of God, Inc.

~~6210~~

Corporation  
Jenda ✓

DIVISION OF CORPORATIONS

96 MAR 22 PM 3:58

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAR 22 PM 4:27

FILED



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

March 22, 1996

**AGNUS DAY, INC.**  
**1865 79TH ST CAUSEWAY**  
**#14A**  
**N BAY VILLAGE, FL 33141**

**SUBJECT: AGNUS DAY, INC.**  
**REF: P96000012837**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000004137  
Letter Number: 296A00013246

H 96000004137

B & K Business)  
141 NE 3rd Ave. # 800  
Miami, FL 33132  
(305) 373.6211  
Elyane Bechtenger

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF**

**AGNUS DAY, INC.**

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED  
CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**FIRST:**

**AMENDMENT ADOPTED:**

1 -- THE NEW NAME FOR THIS CORPORATION WILL BE:

**AGNUS DEI, INC.**

**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 FOLLOW:

**THIRD:**

THE DATE OF EACH AMENDMENT'S ADOPTION: MARCH 08th 1996.

**FOURTH:**

**ADOPTIONS OF AMENDMENTS:**

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF  
DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT  
REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THE NUMBER OF  
VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH  
VOTING GROUPE.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING  
ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) W/S/WERE SUFFICIENT FOR  
APPROVAL BY \_\_\_\_\_

(Voting group)

SIGNED THIS 08th DAY OF MARCH, 1996.

**AGNUS DEI, INC.**

BY: *Francine Veiga*

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: **FRANCINE VEIGA**  
Title: **PRESIDENT / INCORPORATOR**

H 96000004137

96 MAR 22 PM 4:27  
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