

P96000035937

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 422-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3004
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WIZARD'S TOUCH, INC.
FAX AUDIT NUMBER: H96000006700
DATE REQUESTED: 04/24/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

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CERTIFICATE OF STATUS: 0
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Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000006700)))
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APR 25 1996
15:27

4/25/96
TB

88LS000009674

PREPARED BY:
B & L BUSINESS LEGAL, P.C.
201 NORTH MIAMI BEACH AVENUE
SUITE 200 MIAMI BEACH, FL 33139
MIAMI, FL 33139 (305) 373-6211

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: WIZARD'S TOUCH, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

2051 NE 183 ST #1404
NORTH MIAMI BEACH, FL. 33160

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 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:

2051 NE 183 ST #1404
NORTH MIAMI BEACH, FL. 33160

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

WALTER AVINO MARCONDES

B & L Business Legal
141 NE 3rd Ave 201
Miami, FL 33132
(305) 373-6211
P. 06/12

APR-24-1996 15:33

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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 BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

WALTER AVINO MARCONDES
PRESIDENT & DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

WALTER AVINO MARCONDES
2851 NORTH EAST 183rd STREET #1404
NORTH MIAMI BEACH, FL. 33160

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION 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 DIRECTION OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, 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 24th DAY OF APRIL, OF 1996.

49600005788


Incorporator

2825000007677

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

WITNESSETH:

THAT WIZARD'S TOUCH, 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:

WALTER AVINO MARCONDES

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

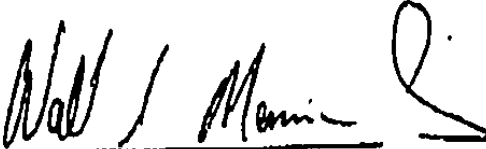
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

WIZARD'S TOUCH, 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 4 DAY OF APRIL , 1996.

2825000007677



Registered Agent

88600009647

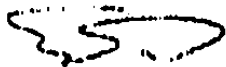
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,
WALTER AVINO MARCONDES

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 24th DAY OF APRIL, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



APR 24 1996 11:53:27

88600009647

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EFFECTIVE IMMEDIATELY

DATE: 05/16/96
TO: STATE OF FLORIDA DIV. OF CORPORATIONS
FROM: WIZARD'S TOUCH, INC.
REF.: CHANGE OF ADDRESS
FEIN.: APPLIED FOR ON 04/24/96
TAX ID NO.:
CORPORATE NO.: P96000035937

AS OF THE DATE REFERENCED ABOVE, OUR NEW BUSINESS AND
MAILING LOCATION WILL BE:

121 SOUTH EAST 1st STREET
SUITE NO. 504
MIAMI, FL. 33131 PH./FAX 305-692-8810

PLEASE REMEMBER TO UPDATE YOUR RECORDS ACCORDINGLY THANK YOU
FOR YOUR TIME AND ATTENTION IN REGARDS TO THIS MATTER.

CORDIALLY,

WALTER MARCONDES
DIRECTOR

CC: FILE

CS 6/17/96

H 97 000009513

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WIZARD'S TOUCH, INC.

RECORDED
JUN 10 1997
FILED

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLES OF INCORPORATION.

FIRST

AMENDMENT ADOPTED:

- 1 - THE NEW PRESIDENT WILL BE:
PRISCILA PIRES PEREIRA

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS
FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION:, JUNE 08, 1997

PREPARED BY THE LAW OFFICES OF ALAN S. BLUECK
ALAN S. BLUECK # 234276
141 NORTHEAST 3RD AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE (305) 375-4211

H 97 000009513

H 97 000009513

FORTH

ADOPTIONS 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 GROUPS.

(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) WAS / WERE SUFFICIENT FOR APPROVAL BY _____
(Voting group)

SIGNED THIS JUNE 04, 1997

BY


(INCORPORATOR - PRESIDENT)

Typed or printed name: WALTER A MARCONDES
Title :PRESIDENT

PREPARED BY THE LAW OFFICES ALAN S. OLIVECK
ALAN S. OLIVECK # 224278
141 NORTHEAST 3RD AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
TELEPHONE (305) 373-6211

H 97 000009513

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12:50 PM

PUBLIC ACCESS SYSTEM
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((H97000012942 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: WIZARD'S TOUCH, INC.

AUDIT NUMBER.....H97000012942

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Amendment
8/7/97
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12:50 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000012942 3))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: WIZARD'S TOUCH, INC.
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CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1997

WIZARD'S TOUCH, INC.
121 SOUTH EAST 1ST STREET
SUITE NO. 504
MIAMI, FL 33131

SUBJECT: WIZARD'S TOUCH, INC.
REF: P96000035937

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX A' . #: H97000012942
Letter Number: 797A00040210

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WIZARD'S TOUCH, INC.

PURSUANT TO THE PROVISIONS OF SELECTION 607,1006, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLES OF INCORPORATION.

FIRST

AMENDMENT ADOPTED:

- 1 - THE NEW PRESIDENT WILL BE:
WALTER A. MARCONDES

FILED
97 AUG - 7 PM 4: 15
TALLAHASSEE, FLORIDA

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELANATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS
FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: JULY, 24 1997

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278
141 NORTHEAST 3RD AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE (305) 173-6211

H 97000012942

H 97000012942

PORTII

ADOPTIONS 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 GROUPS.

(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) WAS / WERE SUFFICIENT FOR APPROVAL BY
(Voting group)

SIGNED THIS JULY 24 1997

BY Priscila P. Pereira
(INCORPORATOR - PRESIDENT)

Typed or printed name: PRISCILA PIRES PEREIRA
Title: PRESIDENT

PREPARED BY THE LAW OFFICES ALAN S. GLIBICK
ALAN S. GLIBICK # 224278
141 NORTHEAST 3RD AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE: (305) 373-6211

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