

8/21/90

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: W&L ENTERPRISES ASSOCIATED INC.

DEPARTMENT OF STATE

1402 W. FLAGLER ST.

STATE OF FLORIDA

MIAMI, FL 33136

409 EAST PALM STREET

MIAMI, FL 33136

TALLAHASSEE, FL 32399

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9-0000

FAX: (904) 922-4000

PHONE: (305) 541-3684

FAX: (305) 541-3770

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NAME: W&L ENTERPRISES ASSOCIATED INC.

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PREPARED BY:
DAVID S. BENTLEY
200 N. B. BENTLEY LANE, SUITE 200
MIAMI BEACH, FL 33139 (305) 575-7000
FAX: (305) 575-7007

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

WAGNER GRANGEIRO - PRESIDENT

ARTICLE VII -- INCORPORATOR

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

WAGNER GRANGEIRO
401 69TH STREET SUITE 2N
MIAMI BEACH - FL - 33141

ARTICLE VIII -- INDEMNIFICATION

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

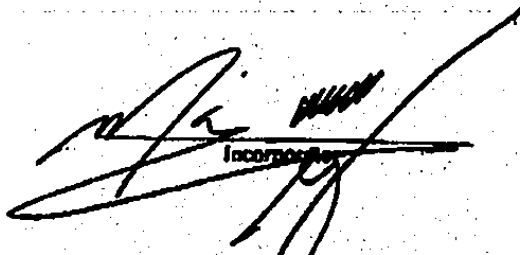
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

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 DIRECTOR 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 19TH DAY OF AUGUST OF 1996.


Incorporator

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PREPARED BY:
SELYANE BOUTTECHON
S & L BUSINESS LEGAL, INC.
301 N.W. 2ND AVE SUITE 807
MIAMI, FL 33132 (305) 475-0011
FAX: (305) 475-7907

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

WITNESSETH:

THAT W&L ENTERPRISES ASSOCIATED 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:

WAGNER GRANGEIRO

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

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

W&L ENTERPRISES ASSOCIATED 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 19 DAY OF AUGUST, 1996.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF DADE)

PREPARED BY:
ELYANE BECHTOLD
800 N. W. 10TH AVE., SUITE 100
MIAMI, FL 33136 (305) 576-0111
FAX: (305) 576-0111

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,
WAGNER GRANGEIRO

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

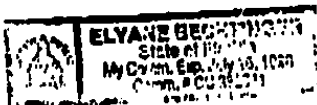
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 19TH DAY OF AUGUST, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SPECIFIC POWER OF ATTORNEY

PREPARED BY:
ELYANE BECHTINGER
8 & L BUSINESS LEGAL, INC.
101 N.E. 10TH AVE SUITE 207
MIAMI, FL 33132 (305) 375-0011
FAX: (305) 375-1007

BE IT KNOWN, ETC., THAT I, WAGNER GRANGEIRO, OF MIAMI, FL, THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO D & L BUSINESS LEGAL, INC. OF MIAMI, FL - AS MY ATTORNEY-IN-FACT. SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 19TH DAY OF AUGUST, 1996.

STATE OF FLORIDA
COUNTY OF DADE

On 8/19/1996 before me, ELYANE BECHTINGER personally appeared,
WAGNER GRANGEIRO

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature

Notary Public

Alliant Known ☒ Produced ID
Type of ID

(Real)



Signature
WAGNER GRANGEIRO
S.B.N. 122-82-3254
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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