

P96000089256

Deerfield Beach, January 6, 2000

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

P.O. BOX 6327

TALLAHASSEE, FL 32314

800003093578--9

-01/10/00--01109--006

\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: AMENDMENT OF ARTICLES

Profit Corporation:

Old Name: W DENTAL CARE IMPORT & EXPORT, INC.

New Name: W DENTAL IMPORT & EXPORT, INC.


To whom it may concern,

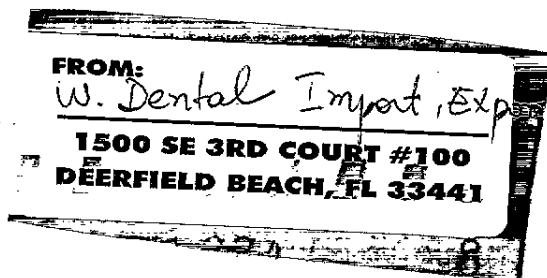
We are sending the Amendment of the Articles of our Incorporation. We would

Like to ask you for a Certificate of Status, after the Amendments are registered.

We are including the Fees at the amount of US\$ 43.75.

Sincerely,

  
W DENTAL IMPORT & EXPORT, INC.  
WILLIAMS F. SARAIVA  
President  
1500 SE 3rd Court #111  
Deerfield Beach, FL 33441



FILED  
00 FEB 10 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC + AMEND  
KRC  
2-11



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 2, 2000

WILLIAM F. SARAIVA  
W DENTAL CARE & IMPORT,EXPORT,INC.  
1500 SE 3RD COURT, #100  
DEERFIELD BEACH, FL 33441

SUBJECT: W DENTAL CARE & IMPORT,EXPORT,INC.  
Ref. Number: P96000089256

RECEIVED  
00 FEB 10 AM 8:12  
DIVISION OF CORPORATIONS

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

You failed to make the correction(s) requested in our previous letter.

THE NAME IN THE HEADING MUST BE THE SAME AS ABOVE AS THE SUBJECT IN THIS LETTER AND ON THE ENCLOSED PRINT-OUT.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 100A00004939

Since this was not filed electronically,  
There are no electronic filing cover sheet.

P.S. The above corrections have been made



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 19, 2000

WILLIAM F. SARAIVA  
W DENTAL CARE & IMPORT,EXPORT,INC.  
1500 SE 3RD COURT, #111  
DEERFIELD BEACH, FL 33441

SUBJECT: W DENTAL CARE & IMPORT,EXPORT,INC.  
Ref. Number: P96000089256

We have received your document for W DENTAL CARE & IMPORT,EXPORT,INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 900A00002457

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

W DENTAL CARE & IMPORT, - EXPORT, INC.  
(Present name)

Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of Amendment to its articles of incorporation:

Deerfield Beach – Florida, January 06, 2000

**First:** Amendment(s) adopted: **AMENDED.**

**ARTICLE I** - Name

**ARTICLE V** - Address.

**ARTICLE VII** - Directors.

**Second :** Amendment adopted: **ADDED.**

**ARTICLE VIII** - Registered office and agent

**ARTICLE IX** - Subscribers.

**ARTICLE X** - Amendment.

**ARTICLE XI** - Limitations on Corporate Stock.

**ARTICLE XII** - Dissolution.

**Third:** The date of Adoption of the Amendments.

**Fourth:** Adoption of Amendments.

**FILED**  
00 FEB 10 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**First: Articles Amended**

**ARTICLE I – Name.**

**The name of the Corporation has now changed. The new name is:**

**W DENTAL IMPORT & EXPORT, INC.**

**ARTICLE V – Address.**

**The New Street of the principal office of this corporation is:**

**1500 SE 3rd Court #111  
Deerfield Beach, FL 33441.**

**ARTICLE VII - Directors**

**The Board of Directors of this company has also changed. The director named Mr. NELSON R. MARQUES, no longer will be part of this company. So the Director(s)' name(s) are as follows. Here is the Board of Director(s):**

<b>NAME</b>	<b>ADDRESS</b>
<b>Williams F. Saraiva President</b>	<b>8291C Thames Blvd. Boca Raton, FL 33433</b>
<b>Claudia Kretzer President</b>	<b>115 Lake Emerald Drive #106 Fort Lauderdale, FL 33309</b>

**Second: Articles Added**

**ARTICLE VIII - Registered office and Agent.**

**The Street address of the registered office of this corporation is:  
1500 SE 3<sup>rd</sup> Court #111 – Deerfield Beach, Fl 33441, and the name of the  
registered agent of this corporation at that address is still Williams F. Saraiva.**

**ARTICLE IX - Board of Directors / Subscribers.**

**This corporation now has two (2) Director(s) since there is one resigning. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of Board of Directors of this corporation and the number of shares of stock, subscribe to by each person signing these Amendment of Articles of Incorporation are:**



NAME	ADDRESS	SHARES
Williams F. Saraiva President	8291C Thames Blvd. Boca Raton, FL 33433	95%
Claudia Kretzer President	115 Lake Emerald Drive #106 Fort Lauderdale, FL 33309	5%

**ARTICLE X - Amendment.**

These articles of Incorporation may be Amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE XI - Limitations on Corporate Stock.**

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

**ARTICLE XII - Dissolution.**

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.



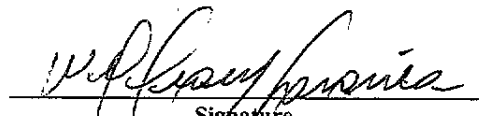
**Third: The date of adoption of the amendments.**

**The date of adoption of the amendments is January/06/00.**

**Fourth: Adoption of Amendment.**

**The Amendments were adopted by the Director without shareholder action and shareholder action was not required.**

**IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this 06<sup>th</sup> day of January, 2000.**

  
Signature  
WILLIAMS F. SARAIVA  
President / Director

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND  
REGISTERED AGENT, IN THE STATE OF FLORIDA.**

**1. The name of the corporation is W DENTAL IMPORT & EXPORT, INC.**

**2. The name and address of the registered agent and office is:**

**WILLIAMS F. SARAIVA**

**NAME  
President**

**1500 SE 3<sup>rd</sup> Court #111**

**(P.O. Box or Mail Drop Box NOT Acceptable)**

**Deerfield Beach, FL 33441**

**(City and State and Zip)**

*Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, 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 relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.*

  
**(Signature)**

**01/06/00**  
**(Date)**