

P98000068823

Sunstate Research

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. Weston Orlando Five, Inc.
(Corporation Name) (Document #) 000002617190--0
-08/17/98--01046--031
*****87.50 *****87.50
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

RECEIVED
98 AUG 17 AM 11:13
DIVISION OF CORPORATION

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 checked="" 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

FILED
98 AUG 17 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

[Signature] 8/17

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
WESTON ORLANDO FIVE, INC.

FILED
98 AUG 17 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, WESTON ORLANDO FIVE, INC., a Florida corporation, Document Number P98000068823 (the "Corporation"), in accordance with actions adopted before the issuance of shares by consent of its sole incorporator on August 6, 1998, hereby adopts the following amendment to its Articles of Incorporation:

Articles I through VI are hereby deleted in their entirety and the following is substituted therefor:

The undersigned incorporator hereby files these Articles of Amendment to the Articles of Incorporation.

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation shall be Weston Orlando Five, Inc. The initial mailing address of the Corporation shall be 1701 Highway A-I-A, Suite 220, Vero Beach, Florida 32963.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

Section 1. Authorized Shares. The total authorized capital stock of the Corporation shall be 1,000 shares of Common Stock, par value \$.001 per share, and one (1) share of Preferred Stock, par value \$.001 per share.

Section 2. Common Stock Voting Rights. The holders of the Common Stock shall have the general right to vote for all purposes, including the election of directors other than the Preferred Director, as provided by law. Each holder of Common Stock shall be entitled to one vote for each share thereof held.

Section 3. Preferred Stock Voting Rights. The holder of Preferred Stock shall have the general right to vote for all purposes. In addition, for so long as the share of Preferred Stock is issued and outstanding, (i) the holder of the share of the Preferred Stock will have the sole right (a) to elect one member of the Board of Directors of the Corporation (the "Preferred Director"), (b) to remove and replace such Preferred Director, at any time and from time to time, with or without cause, and (c) to fill any vacancy created by the death or resignation of the Preferred Director; and (ii) the holder of the share of Preferred Stock shall have the right to vote, separately as a class, upon any proposed amendments to the Corporation's Articles of Incorporation and/or By-Laws submitted to stockholders of the Corporation for approval.

Section 4. Restriction on the Transfer of Common Stock. Any transfer of shares of Common Stock is prohibited while such Preferred Stock is issued and outstanding, unless the holder of the Preferred Stock consents to the transfer. Such restriction shall be noted on each certificate as described in Section 5.

Section 5. Legends on Certificates. All certificates representing Common Stock shall display the following legend:

"THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO THE TRANSFER RESTRICTIONS CONTAINED IN THE ARTICLES OF INCORPORATION AND THE BY-LAWS OF THE ISSUER."

ARTICLE IV Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Catherine A. Williams
1701 Highway A-I-A, Suite 220
Vero Beach, Florida 32963

ARTICLE V Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1701 Highway A-I-A, Suite 220, Vero Beach, Florida 32963. The name of the initial Registered Agent of this Corporation at the above address shall be Catherine A. Williams.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of three (3) persons one of which shall be the Preferred Director.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

<u>Name of Director</u>	<u>Address</u>
Pablo Marulanda, Director	1701 Highway A-I-A, Suite 220 Vero Beach, Florida 32963
Carlos Marulanda, Director	1701 Highway A-I-A, Suite 220 Vero Beach, Florida 32963
Hector Villa, Preferred Director	1701 Highway A-I-A, Suite 220 Vero Beach, Florida 32963

ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws, except as restricted in Article III, Section 3 hereof.

ARTICLE X
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; provided however, if at the time of the proposed amendment the share of Preferred Stock is outstanding, the Articles of Incorporation may be amended, altered, changed or repealed only by a vote of the majority of the issued and outstanding shares of Common Stock, voting as a class, and the affirmative vote of the holder of the Preferred Stock, voting as a class.

ARTICLE XII
Actions Requiring the Consent of the Preferred Director

All actions taken by the Board of Directors, except those identified in this section, shall be approved by a majority of the Board of Directors.

The following actions shall require the consent of at least two of the three Directors, one of which must be the Preferred Director:

- (a) the commencement of a proceeding under any chapter of the Bankruptcy Code;
- (b) the contesting of a foreclosure action commenced by Vitru, S.A.;
- (c) the incurrence of any indebtedness other than the obligations owed to Vitru, S.A.; or
- (d) an amendment, or recommendation to the stockholders, of an amendment, to the Articles of Incorporation or By-Laws.

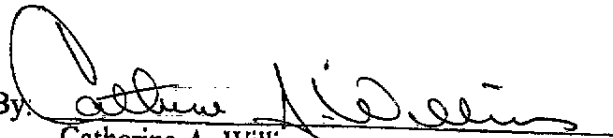
IN WITNESS WHEREOF, the undersigned, being the original
subscribing incorporator to the Articles of Incorporation of
Weston Orlando Five, Inc. has hereunto set her hand and seal to
these Articles of Amendment this 14 day of August, 1998.

By 

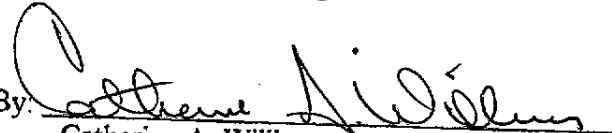
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

submitted: In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is

Weston Orlando Five, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 1701 Highway A-I-A, Suite 220, Vero Beach, Florida 32963, as its initial Registered Office and has named Catherine A. Williams, located at said address as its initial Registered Agent.

By: 
Catherine A. Williams
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
Catherine A. Williams
Registered Agent