

**A9500003110**

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

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 33401-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3094  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: ARGENCAR, INC.  
FAX AUDIT NUMBER: H95000004174  
DATE REQUESTED: 04/12/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 0  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 15:46:19  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

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.

(((H95000004174)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:03

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95 APR 20 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*A 4/13*

*Prep  
Su*

04/12/1995

APR-20-1995 12:02 FROM EMPIRE

TO

19049224000 P.38



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

April 13, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ARGENCAR, INC.  
REF: W95000007905

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

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with this cover sheet.

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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000004174  
Letter Number: 795A00016913

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 13, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ARGENCAR, INC.  
REF: W95000007905

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

Please accept our apology for failing to mention this in our previous letter.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

FLORIDA LAW STATES THAT ALL DIRECTORS MUST BE A NATURAL PERSON AT LEAST 18 YEARS OF AGE. (SEE ARTICLE VII).

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6934.

Prepared by:  
Nicolas Cardenas, acct.  
782 NW LeJeune Rd. #434  
Miami, FL 33126  
305.4483323

ARTICLES OF INCORPORATION  
ARGENCAR, INC.

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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FILED

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H9500000 4174

We, the undersigned, in order to form a corporation under the laws of Florida pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be ARGENCAR, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provide that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or

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attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is Three Thousand shares of \$1.00 par value each.

IV

The existence of this corporation shall be perpetual.

V

The principal office of this corporation shall be: 102 N.W. 27th Avenue, Miami, Florida.

VI

This corporation shall have three (3) directors 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.

VII

The name and address of the first Board of Director, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of the State of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

JOSE MARIA LALA, 102 N.W. 27th Avenue, Miami, Fl 33125  
CARLOS J. RUZAL, 102 N.W. 27th Avenue, Miami, Fl 33125  
and JULIO RODRIGUEZ, 102 N.W. 27th Avenue, Miami, Fl 33125

VIII

The names and addresses of each subscriber to the Certificate of Incorporation are as follows:

NAME	ADDRESS	SHARES	CONSIDERATION
FLORIAN, INC.	102 N.W. 27th Avenue Miami, Fl 33125	1000	\$1000.00
IMAGE IN THE WORLD, INC.	102 N.W. 27th Avenue Miami, Fl 33125	1000	\$1000.00

#95000004174

JULIO RODRIGUEZ	102 N.W. 27th Avenue	1000	\$1000.00
	Miami, Fl 33125		

IX

The Registered Agent and the registered office for this corporation are:

CARLOS J. RUZAL, 102 N.W. 27th Avenue, Miami, Florida 33125

X

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

JOSE MARIA LALA, President

JULIO RODRIGUEZ, Vice-President/Treasurer

CARLOS J. RUZAL, Secretary

XI

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XII

ARTICLES V. VOTING RIGHTS

Each holder of par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

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XIII

PREEMPTIVE RIGHTS

Each stockholder shall have preemptive rights. Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his pro rate share at the price at which it is offered to others.

XIV

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
\_\_\_\_\_  
CARLOS J. RUZAL

XV

INCORPORATOR

The names and addresses of the persons signing these Articles are:

JOSE MARIA LALA, 125 N.W. 27th Avenue, Miami, Fl 33125

JULIO RODRIGUEZ, 125 N.W. 27th Avenue, Miami, Fl 33125

CARLOS J. RUZAL, 125 N.W. 27th Avenue, Miami, Fl 33125

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 12<sup>th</sup> day of April, 1995.

  
\_\_\_\_\_  
JOSE MARIA LALA

  
\_\_\_\_\_  
JULIO RODRIGUEZ

  
\_\_\_\_\_  
CARLOS J. RUZAL

STATE OF FLORIDA  
COUNTY OF DADE ,

I HEREBY CERTIFY that on this day personally appeared before me an officer duly authorized to administer oaths and take

FILED  
95 APR 20 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H9500000 4 174

H9500000 4 174

LAW OFFICES

**ROTH & MILNE**

9350 SOUTH DIXIE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33156

TELEPHONE (305) 670-9904

FAX (305) 670-0948

LEONARDO A. ROTH  
ROBERT A. MILNE

JONATHAN R. RUBIN  
MARR E. HOUNSO  
ANDREW CUEVAN

OF COUNSEL  
ERIC J. KAPLAN, PA  
JOHN W. MALMON, ESQ. PA  
PRISCILLA D. VARGAS  
DONALD M. KERR

**P95000031110**  
September 19, 1995

Secretary of State  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, Fl 32314

RE: Argencar, Inc.

Dear Sir/Madam:

Enclosed you will find the following:

1. Our check in the amount of \$35.00 which represents for the amendment of the Articles of Incorporation
2. Return envelope
3. Articles of Amendment to Articles of Incorporation and one copy)

**FILED**  
95 SEP 22 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please reflect the amendment in the State's records. Please stamp the copy of Amendment enclosed and return it to our office to show that you have received same. Thank you.

Very truly yours,

ROTH & MILNE

*Leonardo A Roth*

LEONARDO A. ROTH

LAR:cm

Enc.

forms\corp\argencar.ltr

300001591823  
-09/22/95--01074--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*OM*  
*P95000031110*  
*Amend*  
*9-22-95*



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ARGENCAR, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST : The following shall be the new Officers of the  
aforementioned corporation:

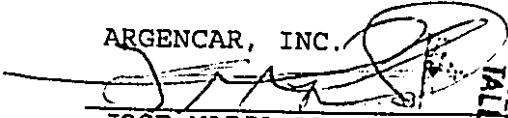
Osvaldo Scalia, President and Director

SECOND : The date of the Amendment's adoption was September  
8, 1995

THIRD : The Amendment was adopted by the Board of Directors  
without Shareholder Action and Shareholder Action was not required.

Signed this 8th day of September, 1995.

ARGENCAR, INC.

  
JOSE MARIA LALA, Pres.

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95 SEP 22 AM 9:48  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000031110

FILED

95 DEC -7 PM 12:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAZARUS CORPORATE INDUSTRIES, INC.  
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 16  
(Address)

MIAMI, FLORIDA 33174 (305)552-5973  
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE  
(904)385-6715

OFFICE USE ONLY

500001672756  
-12/28/95-01046-001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

1. ARGENCAR, INC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2:56     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

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

RECEIVED  
95 DEC 28 AM 10:53  
DIVISION OF CORPORATION  
DEC 28 1995

R. HENDRICKS

Examiner's Initials

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

**ARGENCAR, INC.**

**FILED**  
95 DEC -7 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**Article X :Jose Maria Lala, President and Director.**

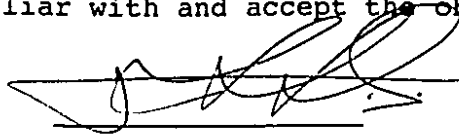
**Article VII.** The new address of the President and Director, who shall, subject to these Articles of Incorporation, by-laws, and the corporation's existence. or until their successors shall have been elected and qualified, is as follow:

JOSE MARIA LALA  
102 N.W 25th Avenue  
Miami, Florida, 33125

**ARTICLE IX :** The new Registered Agent and the registered Office for this corporation are:

JOSE MARIA LALA  
102, N.W. 25 Avenue  
Miami, F. 33125

**ARTICLE XIV :** Having names as Registerd Agent and to accept service of process for the state corporation at the place designate 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 to the proper and complete performance of my duties, and I am familiar with and accept the obligation my position as Registered Agent.



JOSE MARIA LALA  
DECEMBER 23, 1995

**SECOND:** The date of each amendments(s): December 23, 1995

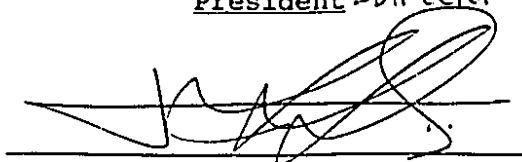
- The amendment(s) was/were adopted by the incorporators without shareholder action was not required.
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendments(s) was/were approved by the shareholders through voting groups.
- The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

Signed this 23 day of December, 1995

By \_\_\_\_\_  
(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)  
OR  
( A Director or incorporator if adopted by the directors or incorporators)

JOSE MARIA LALA  
President - Director



A handwritten signature in black ink, appearing to read 'Jose Maria Lala', is written over a horizontal line. The signature is stylized and somewhat cursive.

P95000031110

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

700001724187  
-02/26/96--01057--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. ARGENCAR, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
96 FEB 27 PM 3:38  
SECTION OF STATE  
TALLAHASSEE, FLORIDA

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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

Amendment  
2/28/96  
95 FEB 26 AM 11:39  
SECTION OF CORPORATION  
RETURNED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 26, 1996

LAZARUS

SUBJECT: ARGENCAR, INC.  
Ref. Number: P95000031110

We have received your document for ARGENCAR, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 096A00008293

RECEIVED  
96 FEB 27 AM 11:18  
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

**ARGENCAR, INC.**

FILED  
96 FEB 27 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**Article X :Juan Gomez, President and Director.**

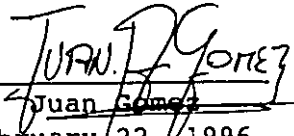
**Article VII.** The new address of the President and Director, who shall, subject to these Articles of Incorporation, by-laws, and the corporation's existence. or until their successors shall have been elected and qualified, is as follow:

Juan Gomez  
137 B SW. 56 St. # 57  
Miami, Florida, 33175

**ARTICLE IX :** The new Registered Agent and the registered Office for this corporation are:

Juan Gomez  
102, NW 25 Avenue  
Miami, F. 33125

**ARTICLE XIV :** Having names as Registered Agent and to accept service of process for the state corporation at the place designate 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 to the proper and complete performance of my duties, and I am familiar with and accept the obligation my position as Registered Agent.

  
\_\_\_\_\_  
Juan Gomez  
February 22, 1996

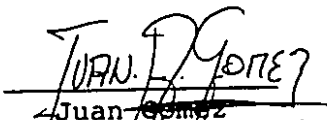
**SECOND:** The date of each amendments(s): February 22, 1996

- The amendment(s) was/were adopted by the incorporators without shareholder action was not required.
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendments(s) was/were approved by the shareholders through voting groups.
- The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

Signed this 22 day of February, 1996

By \_\_\_\_\_  
(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)  
OR  
( A Director or incorporator if adopted by the directors or incorporators)

  
~~Juan Gomez~~  
President - Director