

P97 000045000

ANDREW S. YAGODA, ESQ.  
2954 Bird Avenue  
Coconut Grove, Florida 33133

97 MAY 19 AM 10:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
May 8, 1997

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

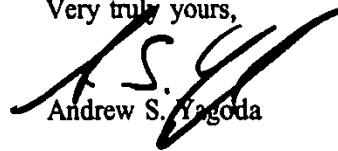
4000012174714 ---9  
-05/12/97--01000--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: *Articles of Incorporation for Professional Services Corp.*

Dear Division of Corporations:

Enclosed is the original Articles of Incorporation for "Andrew S. Yagoda, P.A." and a check in the amount of \$70.00 for the filing fee. Please contact me if you need additional information.

Very truly yours,

  
Andrew S. Yagoda

W97-11305  
QN 5-21-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 15, 1997

ANDREW S. YAGODA, ESQ.  
2954 BIRD AVE.  
COCONUT GROVE, FL 33133

SUBJECT: ANDREW S. YAGODA, P.A.  
Ref. Number: W97000011305

We have received your document for ANDREW S. YAGODA, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 497A00026111

**ARTICLES OF INCORPORATION  
FOR  
ANDREW S. YAGODA, P.A.**

FILED  
97 MAY 19 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Professional Service Corporation Act, hereby adopt the following articles of incorporation.

**ARTICLE I.**

The name of the corporation is "ANDREW S. YAGODA, P.A."

**ARTICLE II.**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be the date of execution.

**ARTICLE III.**

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in the rendering of legal professional services, and any and all activities for which professional service corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all the powers vested in a professional service corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV.**

The corporation shall have the authority to issue not more than 100 shares of a common class with a par value of \$0.001 per share which shall be designated "Common Shares".

**ARTICLE V.**

The issuance and transfer of shares of stock in the corporation are limited by the provisions of section 621 of the Florida Statutes.

The shareholders are hereby granted preemptive rights. Each shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others, which price may be in excess of par.

**ARTICLE VI.**

The power to adopt, alter, amend or repeat By-Laws shall be vested in the Board of Directors.

**ARTICLE VII.**

The corporations initial principal office, street address, and registered office, all of which are the same, is:

**2954 Bird Avenue  
Coconut Grove, Florida 33133.**

The name of the corporation's initial registered agent at said address is:

**Andrew S. Yagoda.**

**ARTICLE VIII.**

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial members of the Board of Directors are:

**Andrew S. Yagoda, Esq.  
2954 Bird Avenue  
Coconut Grove, Florida 33133.**

**ARTICLE VIII.**

The name and street address of the incorporators are:

**Andrew S. Yagoda, Esq.  
2954 Bird Avenue  
Coconut Grove, Florida 33133.**

**ARTICLE X.**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI.**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**EXECUTED** at Miami, Florida this 19<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
Andrew S. Yagoda, Incorporator

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT**

Pursuant to the provisions of sections 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida. This statement shall be made a part of the Articles of Incorporation of the corporation.

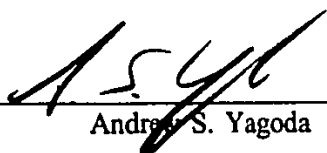
1. The name of the corporation is: **Andrew S. Yagoda, P.A.**

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

**Andrew S. Yagoda  
2954 Bird Avenue  
Coconut Grove, Florida 33133.**

FILED  
97 MAY 19 AM 10:05  
TALLAHASSEE, FLORIDA

*--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.*

  
\_\_\_\_\_  
Andrew S. Yagoda

May 19, 1997  
\_\_\_\_\_  
(Date)

P97000045001

4653 Kawilla Crest Place  
Winter Park, Florida 32792  
(407) 671-7344

May 05, 1997

100002183431--1  
-05/19/97--01133--013  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Florida Secretary of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, Florida 32399

Dear Sir or Madam:

Enclosed for filing are two copies of Articles of Incorporation for V.N.V Ceramic Tile and Marble, Inc., a Florida corporation, along with the check in the amount of \$122.50 to cover the cost of filing these Articles.

Please return one certified copy to the undersigned. If there are any questions, please contact me immediately. Thank you.

Very truly yours,



Hai Nguyen  
AF/mw  
Enclosures

97000045001  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

AF 5/12/97

FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 MAY 16 11:12 AM '05

**ARTICLES OF INCORPORATION  
OF  
V.N.V. CERAMIC TILE AND MARBLE, INC.**

The undersigned, for the purpose of forming a corporation for profit under the law of Florida, adopts the following Articles of Incorporation.

**Article I**

**Name:** The name of the corporation is V.N.V. Ceramic Tile and Marble, Inc.

**Article II**

**Duration:** This corporation shall exist perpetually.

**Article III**

**Purposes:** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

**Article IV**

**Capital Stock:** The maximum shares of stock which this corporation is authorized to have outstanding at anyone time are 10,000 shares of common stock having par value of \$1.00 and 1,000 shares of stock preferred as to dividends having a par value of \$10.00 per share.

**Article V**

**Principal Place of Business:** The address of the principal place of business of the corporation is:  
4653 Kawilla Crest Place  
Winter Park, FL 32792



**Article VI**

**Initial Registered Office & Agent:** The street address of the initial registered office of this corporation is 4653 Kawilla Crest Place, Winter Park, FL 32792, and the name of the initial registered agent of this corporation at that address is Hai Nguyen.

**Article VII**

**Directors:** Section 6.1 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and the street address of the initial director of the corporation is:

<u>Name</u>	<u>Address</u>
Hai Nguyen	4653 Kawilla Crest Place Winter Park, FL 32792

**Article VIII**

**Incorporators:** The name and the street address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Hai Nguyen	4653 Kawilla Crest Place Winter Park, FL 32792

**Article IX**

**Amendment:** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator have executed these articles of

Incorporation this 05 day of MAY, 1997

*Hai Nguyen*  
Hai Nguyen

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 6th day of May, 1997

*Paul A. Cox*

Notary Public, State of Florida

My Commission Expires: 6/24/97



**"OFFICIAL SEAL"**  
Paul A. Cox  
My Commission Expires 6/24/97  
Commission #00207394

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 6th day of May, 1997.



"OFFICIAL SEAL"  
Paul A. Cox  
My Commission Expires 6/24/97  
Commission #C.C. 20720

Paul A. Cox

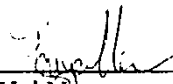
Notary Public, State of Florida

My Commission Expires: 6/24/97

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND  
REGISTER AGENT AND STREET ADDRESS FOR THE SERVICE OF  
PROCESS**

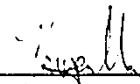
In compliance with the Florida Statutes Section 48.091, 607.034, the following is submitted:

V.N.V. CERAMIC TILE AND MARBLE, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Hai Nguyen as its registered agent to accept service in process within the State of Florida and the address of its registered office shall be 4653 Kawilla Crest Place, Winter Park, Florida 32792.

  
\_\_\_\_\_  
Hai Nguyen

Date: 05/5/17

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Hai Nguyen

Date: 05/5/17

**DIRECTORS' ORGANIZATIONAL CONSENT WITHOUT A MEETING  
OF  
V.N.V. CERAMIC TILE AND MARBLE, INC.**

Pursuant to Florida Statutes Section 607.134, the undersigned, being the only member of the Board of Directors of V.N.V. Ceramic Tile and Marble, Inc., a Florida Corporation, adopt the following resolutions and consent to the taking of the following actions:

RESOLVED, that the certified copy of the Certificate of Incorporation of this corporation issued by the Department of State of Florida shall be inserted in the minute book of the corporation following this consent.

RESOLVED, that the form of the bylaws submitted to the Board of Directors, are adopted as the Bylaws of this Corporation and that copy shall be inserted in the minute book of the corporation following this consent.

RESOLVED, that the form of stock certificates presented to the Board of Directors is adopted as the official form of stock certificate of this Corporation, and that a copy thereof shall be inserted in the minute book of the corporation following this consent.

RESOLVED, that the seal impressed upon the margin thereof is adopted as the official seal of the corporation.

RESOLVED, that the following persons are elected to the following offices:

President:	Hai Nguyen
Secretary /Treasure:	Hai Nguyen

RESOLVED, that the Corporation will offer, sell and issue 1,000 shares of its common stock, par value of \$1.00, payable in money, property or other lawful considerations to:

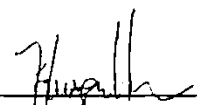
Hai Nguyen	500 shares
Nghiệp Nguyen	500 shares

RESOLVED, that the banking resolutions in the form presented to the Directors are adopted, and that copy shall be inserted in the minute book of the Corporation following this consent.

RESOLVED, that the secretary will execute a certificate certifying that the documents inserted in the minute book following this consent and before said certificate are the documents described in this consent as presented or submitted to the Directors; and said certificate shall be inserted following said documents.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 05 day of July, 1997.

Directors:

  
\_\_\_\_\_  
Hai Nguyen

FILED STATE  
SECRETARY OF STATISTICS  
07 1997