

# P00000085414

## IMMIGRATION LAW CENTER

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Gustavo Vargas, Esq.\*  
John V.A. Holmes, Esq.\*\*

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June 28, 2001

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
State of Florida  
Corporations Division  
P. O. Box 6327  
Tallahassee, Florida 32301

Gentlemen:

Re: Victoria Vacations Homes & Villas, Inc.

Please file the enclosed Amended Articles of Incorporation duly signed together with a copy and the filing fee in the amount of \$35.00. Please file the Amended Articles, certify the copy and return the copy.

If you need anything further, please advise.

Thank you.

Sincerely,

Joyce C. Lien  
Legal Assistant

Enclosures

called 8/2  
Joyce will return all  
AUTHORIZATION BY PHONE  
CORRECT TAKE ADDRESS off out  
DATE 8/2  
FOR SIGN

AMEND  
REC 8-2

FILED  
01 AUG -2 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 18, 2001

JOYCE C. LIEN, LEGAL ASSISTANT  
IMMIGRATION LAW CENTER  
132 E. COLONIAL DR., #211  
ORLANDO, FL 32801

SUBJECT: VICTORIA VACATIONS HOMES & VILLAS, INC.  
Ref. Number: P00000085414

We have received your document for VICTORIA VACATIONS HOMES & VILLAS, 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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 401A00042072

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01 AUG - 1 AM 8:16  
DIVISION OF CORPORATIONS

AMENDED ARTICLES OF INCORPORATION  
OF  
VICTORIA VACATIONS HOMES & VILLAS, INC.

The undersigned subscribers to the Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida and further do agree to the following conditions of said corporation:

ARTICLE I  
NAME

The name of the corporation shall be:

VICTORIA VACATIONS HOMES & VILLAS, INC.

Its business shall be carried on in Orange County, Florida, and also within and without the State of Florida and in the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. The nature of the business to be transacted, promoted or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Corporations Act of the State of Florida.
2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
3. To buy, sell, manufacture, repair, alter and exchange, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any of the said business, or which may seem capable of being profitable dealt with in connection with any of the said business.
4. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time be 1000 shares no par value common stock.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the Organization meeting.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going business may be purchased by the Corporation in return for the issuance of its capital stock and said purchases shall be on such basis for such consideration and the issuance of so much of the capital stock as the Directors of the Company may decide.

#### ARTICLE IV INITIAL CAPITAL

The amount of capital with which Corporation will begin business is One Thousand Dollars (\$1,000.00).

#### ARTICLE V TERMS OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

#### ARTICLE VI ADDRESS

The post office address of this Corporation in the state of Florida is:

3501 W. Vine Street, Suite 507  
Kissimmee, Florida 34741

#### ARTICLE VII DIRECTORS

The Corporation shall have not less than one director who need not be a stockholder. The number of Directors may be increased from time to time as the stockholders desire in accordance with the By laws of the corporation but at no time shall there be less than one director.

#### ARTICLE VIII BOARD OF DIRECTORS

The names and post office addresses of the Board of Directors and officers of this Corporation are as follows:

President:

Pedro Amaro  
3501 W. Vine Street, Suite 507  
Kissimmee, Florida 34741

Vice President:

Richart Amaro Falcon  
3501 W. Vine Street, Suite 507  
Kissimmee, Florida 34741

Treasurer: Deyanir Rivas  
3501 W. Vine Street, Suite 507  
Kissimmee, Florida 34741

Secretary: Deyanir Rivas  
3501 W. Vine Street, Suite 507  
Kissimmee, Florida 34741

Directors: Pedro Amaro  
3501 W. Vine Street, Suite 507  
Kissimmee, Florida 34741

#### ARTICLE IX SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take and the value of the consideration paid therefor are as follows:

NAME	ADDRESS	NO. SHARES
Pedro Amaro	3501 W. Vine Street, Suite 507 Kissimmee, Florida 34741	490
Richart Amaro Falcon	3501 W. Vine Street, Suite 507 Kissimmee, Florida 34741	260
Deyanir Rivas	3501 W. Vine Street, Suite 507 Kissimmee, Florida 34741	250

#### 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 stockholder's meeting by a majority of the voting shares.

#### ARTICLE XI POWERS OF THE BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the Bylaws of the Corporation
2. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon property and franchises of this Corporation

3. If the Bylaws so provide, to designate by resolution of two or more of their number constitute an Executive Committee, which committee, to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

## ARTICLE XII RESTRICTION ON STOCK

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors or administrator of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it, to the Corporation through the Board of Directors in the following manner: He shall notify the Directors of his desire to sell or transfer by notice in writing which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation but if at the expiration of thirty days the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit.

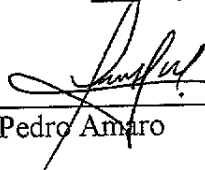
No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

## ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation is:

Pedro Amaro  
3501 W. Vine Street, Suite 507  
Kissimmee, Florida 34741

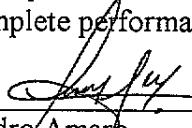
IN WITNESS WHEREOF, we hereunto set our hands and seal this 29 day of May, 2001.

  
Pedro Amaro

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: Victoria Vacations Homes & Villas, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the city of Orlando, County of Orange, State of Florida, has named Pedro Amaro, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept 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.

  
\_\_\_\_\_  
Pedro Amaro

Dated: May 29, 2001