

P00000107579

FILED

2001 AUG -8 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

600004524246-2

-08/08/01--01047--009

*****35.00 *****35.00

OFFICE USE ONLY

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

1. AUTO COM DEALER CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



Walk in



Pick up time

2.00



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
01 AUG -8 AM 10:12
DIVISION OF CORPORATION

08-08-01
CC

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AUTOCOM DEALER CORP.
(PRESENT NAME)

FILED
2001 AUG - 8 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

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

Article # III Shares: Being Amended as follow:

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is 100.
- C. Par Value: Each share of Common Stock shall have the par value of \$5.00.
- D. Consideration: Shares of Common Stock may be issued in exchange for Cash, real-estate property, labor or service rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be exclusive.
- E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock entitles the record holder thereof to one vote upon each proposal presented at meetings of shareholders of the Corporation.
- G. Cumulative Voting: No holders of Common Stock shall be entitled to cumulative voting.
- H. Dividend: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to remain after payment of all corporate debts and obligations.

Article # VI Directors: The name and address of the shareholders and director read as follow:

	ADDRESS	OFFICE	SHARE AMOUNT	VALUE
Federico Wulff	365 N.E. 125 St. Apt.409 Miami, FL 33161	President	-10-	\$50.00
Norma Aguirre	5803 S.W. 152 Ct. Miami, Fl. 33193	Vice-President	-50-	\$250.00
Santiago Monroy	5803 S.W. 152 Ct. Miami, Fl. 33193	Treasurer	-10-	\$50.00
Ana L. Aguirre	5803 S.W. 152 Ct. Miami, Fl. 33193	Secretary	-10-	\$50.00
Alberto Delgado	12432 S.W. 11 Terr. Miami, Fl. 33175	==	-10-	\$50.00
Roberto Monroy	5803 S.W. 152 Ct. Miami, FL 33193	Director	-10-	\$50.00

Adopted Article VII, added: Nature of Business

This corporation may engage in or transact any or all lawful business permitted under the laws of the United States, The State of Florida, or any other state, country, territory or nation. The general nature of the business is a Independent Motor Vehicle Dealer and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a) To engage in the business of financial advising and any other activities permitted by the laws. And to perform any and all acts necessary to the accomplishment and furtherance of the above stated purposes.
- b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.
- c) To subscribe for purchase, invest in, hold own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations and other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.
- d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same cash, stocks or bonds of the Company or otherwise.

- e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.
- f) In any manner to acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks, and any license or other rights or interest therein and thereunder.
- g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States. The District of Columbia, and in any and all foreign countries.
- h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent broker, or factor, all forms of securities, including stocks, bonds, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trusts estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or re-organization of financial, commercial, mercantile manufacturing, industrial or other business concerns, firms, association and corporation; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.
- i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.
- j) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation por any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry an any lawful business necessary to incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes os the State of Florida are hereby included.

Adopted. Article VIII Minimum Capital

The amount of capital with which the Corporation shall begin business, shall not be less than \$500.00 (Five Hundred) or such greater amount as may be required by law.

Adopted Article IX Number of Directors

The stockholders of the Corporation may, from time to time and at times, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation, shall at all times have a minimum of one Director.

Adopted Article X Especial Voting Provision

The occurrences enumerated in the Articles shall not be authorized, nor shall they have any force or effect, unless assented to in writing by holders of the required percentage of this Corporation's stock who are entitled to vote at the time of any such occurrence. The required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:
Required Percentage: 51%
2. Sale, lease or exchange of this Corporation's property or assets of this Corporation
Essential to the Business of this Corporation:
Required Percentage: 51%
3. Merger or consolidation of this Corporation into or with any other Corporation:
Required Percentage: 51%
4. Voluntary dissolution of this Corporation:
Required Percentage: 51%

PRE-EMPTIVE RIGHTS

No holder of stock of any class, of this Corporation shall be entitled the right to purchase or subscribe for any part of the Unicode stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or bonds, certificates of indebtedness, debentures or other securities convertible into, or carrying the right to purchase stock of the Corporation; but any such unused stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders of record, of any class, on the same terms or any terms, all pre-emptive or preferential rights of purchase of every kind being waived by each and every stockholder.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows

THIRD: The date of each amendment's adoption: **JULY 26, 2001**

FORTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The numbers of votes cast for the amendment(s) was/were sufficient for approval.


☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately for each voting Group entitled to vote separately on each amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26 day of JULY, 2001

Signature 
(By the Chairman or Vice Chairman of the Directors, President
Or other officer if adopted by the shareholders)

OR
(By a director if adopted by the directors)

OR
(By an incorporator if adopted by the incorporators)

ANA LUCIA AGUIRRE

Typed or printed name

VICE-PRESIDENT

Title