

Charter Number Only

*PO1000006230*

VALIDATION ONLY

*Guine Madrigal*  
 Requestor's Name  
*460 W 16th AVE #210*  
 Address  
*Hialeah FL 33012*  
 City State ZIP Phone

700003537807--T  
 -01/16/01--01034--002  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

*A.S.V., Inc.*

01 JAN 18 PM 12:45  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Pick Up                    |
|  | <input type="checkbox"/> After 4:30      | <input type="checkbox"/> Mail Out                   |

Name
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W.P. Verifier

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RECEIVED  
 01 JAN 16 PM 9 05  
 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 16, 2001

EMPIRE

SUBJECT: A.S.V, INC.  
Ref. Number: W01000001158

We have received your document for A.S.V, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 301A00002411

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
01 JAN 18 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HERE ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE I -NAME-**

THE NAME OF THIS CORPORATION IS : **A.S.V, INC.**

**ARTICLE II -DURATION-**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

**ARTICLE III -PURPOSE-**

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF MANAGEMENT COMPANY, RETAIL, TO PURCHASE, SELL, RENT, LEASE, CONVEY, OR OTHERWISE ACQUIRE OR DISPOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTES, BONDS, STOCKS, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

**ARTICLE IV -CAPITAL STOCK-**

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

**ARTICLE V -PREEMPTIVE RIGHTS-**

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE VI -INITIAL REGISTERED OFFICE & AGENT-**

THE STREET ADDRESS OF THE INITIALLY REGISTERED OFFICE OF THIS CORPORATION IS: **6722 NW 112 AVE MIAMI FLORIDA 33178** AND THE NAME OF THE INITIALLY REGISTERED AGENT OF THIS CORPORATION IS: **MARIA DOMINGUEZ-TOYOS.**

**ARTICLE VII -INCORPORATION-**

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

MARIA DOMINGUEZ-TOYOS  
6722 NW 112 AVENUE  
MIAMI, FLORIDA 33178

**ARTICLE VIII -BYLAWS-**

THE POWER TO ADOPT, ALTER, AMMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

**ARTICLE IX -RESTRICTIONS ON TRANSFERS OF STOCK-**

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

**MARIA DOMINGUEZ-TOYOS, PRES, SEC, TREAS-----100%SHARES**

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

**ARTICLE X -CALLING OF SPECIAL MEETINGS-**

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

**ARTICLE XI -SHAREHOLDER QUORUM & VOTING-**

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLE TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

**ARTICLE XII -SHAREHOLDERS MEETING REQUIRED-**

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

**ARTICLE XIII -MANAGEMENT OF CORPORATION BY SHAREHOLDERS-**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE XIV -POWERS-**

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

**ARTICLE XV -MEETINGS BY TELEPHONE CONFERENCE-**

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

**ARTICLE XVI -ACTION BY SHAREHOLDERS WITHOUT A MEETING-**

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

**ARTICLE XVII -DIVIDENDS-**

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

**ARTICLE XVIII -INDEMNIFICATION-**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIX -AMENDMENT-**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

**ARTICLE XX -NOTICE-**

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS:

**6722 NW 112 AVE, MIAMI, FLORIDA 33178**

**ARTICLE XXI -INITIAL DIRECTORS AND OFFICERS-**

THIS CORPORATION SHALL HAVE ONE DIRECTOR, HER NAME AND ADDRESS IS AS FOLLOWS:

**MARIA DOMINGUEZ-TOYOS  
6722 NW 112 AVENUE  
MIAMI FLORIDA 33178**

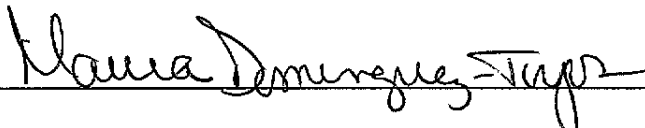
**ARTICLE XXII -PRINCIPAL OFFICE ADDRESS-**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

**6722 NW 112 AVE, MIAMI FLORIDA 33178**

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 5 DAY OF JANUARY 2001.

  
\_\_\_\_\_  
MARIA DOMINGUEZ-TOYOS, PRESIDENT, SECRETARY, TREASURER



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

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: **A.S.V, INC.**  
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE  
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY  
OF MIAMI, STATE OF FLORIDA HAS NAMED **MARIA DOMINGUEZ-TOYO**  
LOCATED AT **6722 NW 112 AVE MIAMI, FLORIDA 33178** ITS AGENT TO  
ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE *Maria Toyo*  
Corporate Officer  
TITLE PRESIDENT  
DATE 01/15/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED 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.

SIGNATURE *Maria Toyo*  
Resident Agent  
DATE 01/15/01

FILED  
01 JAN 18 PM 12:45  
TAMM  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA