

# P01000102286

## Florida Department of State

Division of Corporations

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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

## FLORIDA PROFIT CORPORATION OR P.A.

V.D.S. PRODUCTION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05/10
Estimated Charge	\$78.75

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01 OCT 22 AM 9:14  
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TALLAHASSEE, FLORIDA

B. McKnight OCT 23 2001

ARTICLES OF INCORPORATION

OF

V.D.S. PRODUCTION, INC.

ARTICLE I. NAME

The name of this corporation shall be V.D.S. PRODUCTION, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in any and all business activities pertaining to the sale of electronic parts and gate operators as permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 par value shares of common capital stock.

PREPARED BY: Ivonne Rosa Blary, Esq.  
122 Minorca Avenue  
Coral Gables, Florida 33134  
(305) 569-0150  
FBN: 893455

Articles Of Incorporation Of V.D.S. PRODUCTION, INC.

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Articles Of Incorporation Of V.D.S. PRODUCTION, INC.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1) . The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Carlo Crimi  
7285 S.W. 16th Terr.  
Miami, FL 33155

Italo Diodato  
Sambuceto - 66020 S. Giovanni T.  
Via Mazzini, 51, Italy

Mauricio Salmon  
7501 N.W. 36th St.  
Miami, FL 33166

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:  
7501 N.W. 36th St., Miami, FL 33166.

Articles Of Incorporation Of V.D.S. PRODUCTION, INC.

The name of the individual who shall serve as this corporation's initial registered agent and the address is:

Mauricio Salmon  
7501 N.W. 36th St.  
Miami, FL 33166

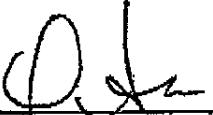
ARTICLE X. INCORPORATOR

The name and addresses of the individuals who shall serve as this corporation's incorporators are: CARLO CRIMI, 7285 S.W. 16th Terr., Miami, Florida 33155, Mauricio Salmon, 7501 N.W. 36th St., Miami, Florida 33166, and Italo Diodato, Sambuceto - 66020 S. Giovanni T., Via Mazzini, 51, Italy.

ARTICLE XI. AMENDMENT


This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
CARLO CRIMI - Incorporator

  
MAURICIO SALMON - Incorporator

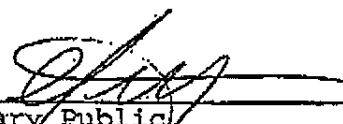
  
ITALO DIODATO - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of V.D.S. PRODUCTION, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for V.D.S. PRODUCTION, INC.

  
MAURICIO SALMON - Registered Agent

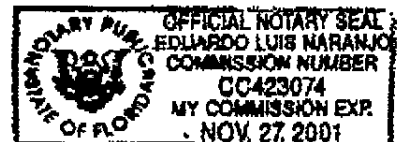
State of FLORIDA  
County of MIAMI-DADE

On 10/17/01, MAURICIO SALMON, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or who produced Driver License as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of V.D.S. PRODUCTION, INC.

  
Notary Public  
Luis E. Naranjo  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



Articles Of Incorporation Of V.D.S. PRODUCTION, INC.