

P010000121228

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000123673 5)))

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

## 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.****MIAMI VM INVESTMENT CORP.**

FILED  
01 DEC 26 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

B. McKnight, DEC 27 2001

## ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### ARTICLE ONE NAME

The name and address of this Corporation is:

Miami VM Investment Corp.  
3642 N.W. 22nd Avenue  
Miami, Florida 33142

### ARTICLE TWO PURPOSE OF CORPORATION

This corporation may engage in any activity or business permitted under the laws of the United State of America and the laws of the State of Florida.

### ARTICLE THREE DURATION OF CORPORATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is upon filing with the Secretary of State of Florida.

### ARTICLE FOUR CAPITAL STOCK

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: 1,000 shares.

C. *Par Value.* Each share of Common Stock shall have the par value of \$1.00.

D. *Consideration.* Shares of Common Stock may issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Director is to the value of any combination shall be conclusive.

Prepared by: Diaz & Associates, Inc.  
780 N.W. 42nd Avenue, Suite 422  
Miami, Florida 33126

FILED  
01 DEC 26 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**E. Non-Assessable.** 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 shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

**G. Dividends.** 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.

**H. Liquidation Rights.** Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

**ARTICLE FIVE**

***INITIAL PRINCIPAL REGISTERED OFFICE AND AGENT***

The street address of the Initial Principal Registered Office of this corporation is: 3642 N.W. 22nd Avenue, Miami, Florida 33142 and the name of the Initial Registered Agent of this corporation is: Joaquin Medina.

**ARTICLE SIX**

***INITIAL BOARD OF DIRECTORS***

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name(s) and address(es) of the initial director(s) of this corporation is/are:

Joaquin Medina  
Director

3642 N.W. 22nd Avenue  
Miami, Florida 33142

Joaquin Medina  
Incorporator/Subscribes)

3642 N.W. 22nd Avenue  
Miami, Florida 33142

**ARTICLE SEVEN**

***BY-LAWS***

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles, which the Board of Directors may not change.

**ARTICLES OF INCORPORATION**

**ARTICLE EIGHT  
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholder :

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE NINE  
SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

**ARTICLE TEN  
COMPENSATION**

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

**ARTICLE ELEVEN  
NO REMOVAL OF DIRECTORS**

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

**ARTICLE TWELVE  
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

**ARTICLE THIRTEEN  
INDEMNIFICATION**

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


**ARTICLE FOURTEEN  
DIVIDENDS**

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLES OF INCORPORATION**ARTICLE FIFTEEN  
AMENDMENTS**

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

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this December 19th, 2001.

  
Incorporator and Subscriber  
Joaquin Medina

STATE OF FLORIDA )  
                                  SS:  
COUNTY OF DADE )

**BEFORE ME**, a notary public authorized to take acknowledgments in the State of Florida, County of Dade, personally appeared Joaquin Medina, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Dade, this 19th day of December, 2001.

My commission expires



  
NOTARY PUBLIC, STATE OF FLORIDA

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

In pursuance of Chapter 607.34 Florida Statutes, the following is  
submitted, in compliance with said Act:

*First* - That MIAMI VM INVESTMENT CORP. , desiring to organize  
under the law: of the State of Florida with its principal office, as  
indicated in the articles of incorporation at the City of MIAMI  
, County of DADE , State of Florida has named  
Joaquin Medina\*\*\*\*\*, at the following address;  
3642 N.W. 2nd Avenue, Miami, FL 33142

as its' agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above state  
corporation at place designated in this certificate. I hereby accept  
to act in the capacity, and agree to comply with the provision of  
said Act relative to keeping open said office.

Registered Agent: Joaquin Medina

FILED  
01 DEC 26 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA