

TRANSMITTAL LETTER

PO2000061195

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: R.V.H. & SON ENTERPRISES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400005785714--2  
-06/17/02--01045--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RAFAEL V. HERENA  
Name (Printed or typed)

8380 N. W. 22<sup>ND</sup> AVENUE  
Address

MIAMI, FLORIDA 33147  
City, State & Zip

(305) 693-6145  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUN 17 AM 11:11

NOTE: Please provide the original and one copy of the articles.

SMITH JUN 17 2002

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BR 6/17  
W-16090



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 4, 2002

RAFAEL V LLERENA  
8380 NW 22ND AVE  
MIAMI, FL 33147

SUBJECT: RVL & SON ENTERPRISES, INC.  
Ref. Number: W02000016090

We have received your document for RVL & SON ENTERPRISES, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75. Your document will be retained in our pending file.

If you have any further questions concerning your document, please call (850) 245-6919.

Beth Register  
Corporate Specialist Supervisor  
New Filings Section

Letter Number: 502A00036033

**ARTICLES OF INCORPORATION  
OF  
RVL & SON ENTERPRISES, INC.**

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I.  
CORPORATE NAME**

The names of this Corporation shall be  
**RVL & SON ENTERPRISES, INC.**  
Principal Address: 8380 N.W. 22ND AVENUE  
MIAMI, FLORIDA 33147

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLE II.  
TERMS OF EXISTENCE**

*This corporation shall have perpetual existence*

**ARTICLE III.  
PURPOSES AND POWERS**

This Corporation is organized for the purpose of engaging in all lawful business permitted to corporations organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall give all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate a business engaged in any lawful manner and pertaining to the business of Convenience Grocery Store Business, Automotive Battery and Used Tire Business, and the Used Automobile Sales and Repair Service Business. Retail Sales among other things, including produce, grocery, paper and plastic goods, beverages [soft and alcoholic, meats, poultry, fish and automotive products to include batteries, new and used tires, automotive fluids, and other parts and for the retail sale of new and used cars and or their parts. For purchasing, leasing, and sale of produce, grocery, paper and plastic goods, beverages [soft and alcoholic, meats, poultry, fish and automotive products to include batteries, new and used tires, automotive fluids, and other parts and for the retail sale of new and used cars and or their parts. or otherwise to acquire all of the necessary equipment including produce, grocery, paper and plastic goods, beverages [soft and alcoholic, meats, poultry, fish and automotive products to include batteries, new and used tires, automotive fluids, and other parts and for the retail sale of new and used cars and or their parts. and any other items that may be utilized in the Convenience Grocery Store Business, Automotive Battery and Used Tire Business, and the Used Automobile Sales and Repair Service Business.

B) To construct, erect, repair and remodel buildings of all types for itself and others and to purchase or otherwise dispose of, and to invest in, trade in, deal in, and with good, wares, merchandise, personal property and services of every class, kind and description in the marketing Convenience Grocery Store Business, Automotive Battery and Used Tire Business, and the Used Automobile Sales and Repair Service Business.

C) To act as a broker, agent or factor for any person, firm or corporation in the technical and academic education business.

D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to exploit, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.

E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, and other negotiable and nonnegotiable instruments and evidence of indebtedness, and to secure payment thereof and conveyance or other assignment in trust, in whole or in part, of the assist of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

F) To guarantee, endorse, purchase, hold, sell, transfer, exploit, pledge or otherwise acquire or dispose of the shares of the capital stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

G) To enter into make, perform and carry out contracts and arrangement of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private or municipal body existing under the government of the United States or any state, territory colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent contractor, broker, or otherwise, either alone or in company with any entity or individual: to establish one or more offices, both within the State of Florida and any other part of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of American and any foreign countries.

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the law of the State of Florida and of the United States of America.

## ARTICLE IV. CAPITAL STOCK

The maximum number of shares that this Corporation is Authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The considerations to be paid for each share shall be fixed by the Board of Directors and any shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable to any further payment thereon.

The Capital stock may be paid for in property, labor or services at just valuation to be fixed by the

incorporation of the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued sock of all classes shall be subject to the following restrictions on transfer:

A) Each shareholders share offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation.

The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

## ARTICLE V. INITIAL CAPITAL

The amount of capital with which this Corporation may be in business shall not be less than One Thousand Dollars (\$1,000.00).

## ARTICLE VI. DIRECTOR

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial director who shall hold office until his successor or successors are elected and have qualified are as follows:

MR. RAFAEL VICTOR LLERENA, C.E.O/PRESIDENT  
8380 N.W. 22ND AVENUE  
MIAMI, FLORIDA 33147

## ARTICLE VII. OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
MR. RAFAEL VICTOR LLERENA	8380 N.W. 22ND AVENUE, MIAMI, FL.	PRESIDENT/C.E.O.
MR. VICTOR R. LLERENA	8380 N.W. 22ND AVENUE, MIAMI, FL.	VICE PRESIDENT
MS. DENISE LLERENA-BERRYS	8380 N.W. 22ND AVENUE, MIAMI, FL.	SECT./TREASURER



Before me the undersigned authority personally appeared

**MR, RAFAEL VOCTOR LLERENA, PRESIDENT/C.E.O.**

who is to me well known to be the person(s) described in and who subscribes the foregoing Articles of Incorporation, and he did freely and voluntary acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

\_\_\_\_\_  
Notary Public, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: \_\_\_\_/\_\_\_\_/\_\_\_\_

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT to the provisions of Section 60 7.0501. Florida Statues, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the Corporation is

**RVL & SON ENTERPRISES, INC.**

2. The name and address of the registered agent and office is:

**MR. RAFAEL VICTOR LLERENA, PRESIDENT/C.E.O.**  
(NAME)  
**8380 N.W. AVENUE**  
(ADDRESS) (P.O. BOX NOT ACCEPTABLE)  
**MIAMI, FLORIDA 33147**  
(CITY/STATE/ZIP)

SIGNATURE: \_\_\_\_\_




(CORPORATE OFFICER)

TITLE: CHIEF EXECUTIVE OFFICER (C.E.O.)

DATED: \_\_\_\_\_

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature:   
Dated: \_\_\_\_\_

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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