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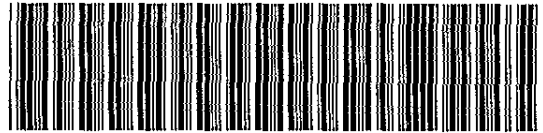
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2003 JAN 27 PM 11:23

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2003 JAN 27 AM 11:23

SANTOS RIVERA-OLAN, P.A.
1400 N. Semoran Blvd., Ste. G
Orlando, FL 32807
(407) 380-5353
Fax (407) 380-7353

FILE
FALL AND 2003 FLD 001A

January 20, 2003

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

SUBJECT: Incorporation: RICH PORT AUTO EXCHANGE, CORP.

Enclosed please find the original and one (1) copy of the articles of incorporation for the above corporation. Also a check in the amount of \$70.00 for the filing fee.

A copy of the certificate is included with the original to have it stamped by the department of revenue.

Thank you for your prompt attention and cooperation to this matter.

FROM: Santos Rivera
1400 N. Semoran Blvd., Ste. G
Orlando, FL 32807

ARTICLES OF INCORPORATION
Rich Port Auto Exchange, Corp.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: **Rich Port Auto Exchange, Corp.**

ARTICLE II - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE - III

The general purpose of the business to be transacted by this Corporation is:

- 1) Transacting any or all-lawful business for which corporations may be Incorporated under Florida Statutes.
- 2) To engage in every phase and aspect of the sales and purchase of used and new transportation vehicles, such as cars, trucks and any other kind of transportation equipment, including but not limited to the sale of parts, transportation, machinery and other related products and services.
- 3) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.
- 4) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.
- 5) The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE - IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

540 N. Hwy. 434, Suite 105
Altamonte Springs, FL 32714

ARTICLE - V - CAPITAL STOCK

This corporation is authorized to have 10,000 shares of \$10.00 par value common stock, which shall be designated common shares.

ARTICLE - VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Maria M. Perez
8404 Mattituck Circle
Orlando, FL 32829

The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE - VII - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Israel Perez Perez
2151 Deck Court
Deltona, FL 32738

Maria M. Perez
8404 Mattituck Circle
Orlando, FL 32829

ARTICLE - VIII - DIRECTORS

The business and affairs of the corporation shall be managed by a Board of one or more Directors. The number and composition of which Board shall from time to time be established by the Board of Directors. The initial Board of Directors elected are:

Israel Perez Perez, President
Maria M. Perez, Secretary/Treasurer

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the
State of Florida, this 20th day of January 2003.

Israel Perez / President
Signature/Title

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Mr. Israel Perez
Perez and acknowledged that he executed the foregoing Articles of Incorporation.

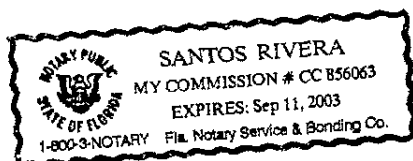
WITNESS my hand and official seal this 20th day of January 2003.

[Signature]

Notary Public - State of Florida

COMM. #

My commission expires:



CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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: Rich Port Auto Exchange, Corp.
- 2 - The name and address of the registered agent and office is:

Maria M. Perez
8404 Mattituck Circle
Orlando, FL 32829

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TALLAHASSEE

SIGNATURE *Ismael Perez*
(CORPORATE OFFICER)
TITLE *President*
DATE *1/20/2003*

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 *Maria M. Perez*
(RESIDENT AGENT)
DATE *1/20/03*