

# P030000047634

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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  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**CLUB NV, CORP.**

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SECRET  
FALLS CHURCH, VIRGINIA

am 4/30

**ARTICLES OF INCORPORATION  
OF  
CLUB NV, CORP.**

The undersigned subscriber to these Articles of Corporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

**CLUB NV, CORP.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing of this corporation in the State of Florida is:

90 NE 11<sup>th</sup> St.  
Miami, Florida 33132

**ARTICLE III - NATURE OF BUSINESS**

This Corporation may engage in or transact any and lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state county territory or nation.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000)

**ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent of this Corporation is:

ALI A. SHAHNAZI  
7501 SW 63 Ct.  
Miami, Florida 33143

**ARTICLE VI - TERM OF EXISTENCE**

The corporation shall exist perpetually unless sooner dissolved according to Florida Law.

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## **ARTICLE VII - SPECIAL PROVISIONS**

The stock of this corporations intended to qualify under the requirements of Section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as any is necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VIII - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for connection with the defense of, or for the advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extend permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or offices may be entitled as a matter of law.

## **ARTICLE IX - SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly may be a party or parties to, or any be interested in such contract, act or transaction, or in any ways connected with such contract, act or transaction, or in any ways connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist form this contracting with the corporation of the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

## **ARTICLE X - INITIAL OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of director may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Board of Directors(s) of the corporation are as follows:

ALI A. SHAHNAZI  
7501 SW 83 Ct.  
Miami, Florida 33143  
President/C.E.O.

LUIS J. FRANCISCO  
11240 NW 62 Terr.  
Miami, FL 33178  
Vice President

**ARTICLE XI - INCORPORATORS**

The names and street addresses of the incorporators to this articles of incorporation are:

ALI A. SHAHNAZI  
7501 SW 63 Ct.  
Miami, Florida 33143  
(500 shares)

LUIS J. FRANCISCO  
11240 NW 62 Terr.  
Miami, FL 33178  
(500 shares)

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 29<sup>th</sup> day of April, 2003.

Signatures of Incorporators:

  
ALI A. SHAHNAZI

  
LUIS J. FRANCISCO

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, 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:

**CLUB NV, CORP.**

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

ALI A. SHAHNAZI  
7501 SW 83 Ct.  
Miami, Florida 33143

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

Date: \_\_\_\_\_

4/29/04

**ACCEPTANCE**

HAVING BEEN NAMED AS REGISTERED AGENT AND ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

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

Date: \_\_\_\_\_

4/29/04

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