

# P03000069972

**Florida Department of State**

Division of Corporations

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Division of Corporations

Fax Number : (850)205-0381

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY

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**FLORIDA PROFIT CORPORATION OR P.A.****V.I.P. IMPERIAL, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

V.I.P. IMPERIAL, INC.

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation shall be V.I.P. Imperial, Inc.. For convenience, the Corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II

PLACE OF BUSINESS

The place of business and mailing address of the Corporation shall be at: 13800 SW 8<sup>th</sup> Street, Suite 226, Miami, Florida 33184. or at such place later designated by the incorporators herein by filing an amendment to the Articles of Incorporation.

ARTICLE III

PRINCIPAL OFFICE

The street address of the principal office of the Corporation shall be at: 13800 SW 8<sup>th</sup> Street, Suite 226, Miami, Florida 33184.

ARTICLE IV

COMMON SHARES

The maximum number of shares this Corporation is authorized to issue is 100 shares at a par value of \$10.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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**ARTICLE V**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE VI**

**INCORPORATORS**

The name and address of the incorporator of the Corporation is:

Rafael Fabian  
Rafael Fabian, P.A.  
10281 S.W. 72<sup>nd</sup> Street, Suite 204  
Miami, Florida 33173

**ARTICLE VII**

**OFFICERS**

The operations of the Corporation shall be administered by the officers designated by the election held pursuant to the By-laws. The officers herein have been elected by the Board of Directors of the Corporation at its first meeting to create the Corporation described herein. The By-Laws shall provide for the removal from office of officers, the term and election dates of officers, the filing of vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President/Vice-President: Armando Gatamorta

Secretary/Treasurer: Ernesto Soly

**ARTICLE VIII**

**BOARD OF DIRECTORS**

The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but which shall consist of not less than Two (2) directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Name  
Armando Gatamorta

Address  
3360 SW 139 Avenue  
Miami, Florida 33175

Ernesto Soly

3360 SW 139 Avenue  
Miami, Florida 33175

#### ARTICLE IX

##### INITIAL REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The address of the initial registered office of the Corporation is the Armando Gatamorta located at: 3360 SW 139 Avenue, Miami, Florida 33175.

#### ARTICLE X

##### AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

#### ARTICLE XI

##### BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE)

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 June 18, 2003.



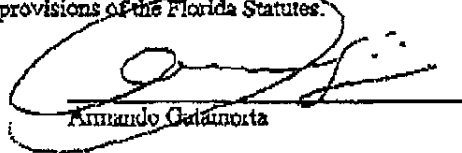
\_\_\_\_\_  
RAPAEL FABIAN, INCORPORATORS

TOTAL P.05

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

The Armando Gatamorta, having a residence identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
Armando Gatamorta

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Instrument Prepared by:  
Rafael Fabian, Esq.  
Rafael Fabian, P.A.  
10281 SW 72<sup>nd</sup> Street  
Suite 106  
Miami, Florida 33173  
(305)598-0829

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