

POS000003551

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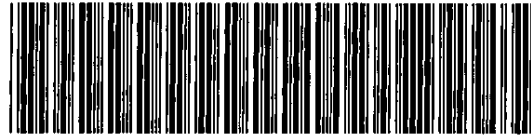
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
to
certify

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: V.I.M. GROUP CORPORATION

DOCUMENT NUMBER: P05000003551

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

HAL BERRY, CPA

(Name of Contact Person)

G. H. BERRY JR., CPA, PA

(Firm/ Company)

P.O. BOX 4170

(Address)

ST. AUGUSTINE, FL 32085

(City/ State and Zip Code)

For further information concerning this matter, please call:

HAL BERRY

(Name of Contact Person)

at (904) 347-3354

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF
INCORPORATION FOR V.I.M. GROUP CORPORATION

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: V.I.M. GROUP CORPORATION

ARTICLE II.

The Corporation shall have a perpetual existence.

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United State of America and of this State.

ARTICLE IV.

The aggregate number of shares of stock which this Corporation shall have authority it shall be 1,428 shares of stock, each with a par value of \$1.

ARTICLE V.

The principal office and mailing address of the Corporation shall be 63 Front Street, Palm Coast, Florida 32137-1457.

ARTICLE VI.

The street address of the initial registered office of this Corporation in Florida shall be 63 Front Street, Palm Coast, Florida 32137-1457 and its original registered agent at that address shall be Victor Adamovich. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VII.

The number of Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

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TALLAHASSEE, FLORIDA

ARTICLE VIII.

The names and street addresses of the member of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

Name	Street Address
Victor Adamovich	63 Front Street Palm Coast, Florida 32137-1457

ARTICLE IX.

The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the Powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

Section 4. No Director or officer of the Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or

officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officers or officers be accountable for any gains or profits realized thereon.

ARTICLE XI.

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE XII.

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interests of any one or more Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary be voted, in person or by proxy, and without proof of authority.

ARTICLE XIII.

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by certified public accountant (if a CPA is retained to certify financial statements) to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distributions, the Shareholder considers the asset to be of ample value.

ARTICLE XIV.

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XV.

There is no Effective date specified.

ARTICLE XVI.

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

Name

Street Address

Victor Adamovich

**63 Front Street
Palm Coast, FL 32137-1457**

ARTICLE XVII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporation, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file this off of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 22 day of May, 2006.



Victor Adamovich

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

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

First, that V.I.M. GROUP CORPORATION., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Victor Adamovich, located at 63 Front Street, Palm Coast, FL 32137-1457 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.



Victor Adamovich, Registered Agent

**Articles of Amendment
to
Articles of Incorporation
of**

V.I.M. GROUP CORPORATION

(Name of corporation as currently filed with the Florida Dept. of State)

P05000003551

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

AMENDMENT #1: (ARTICLE #IV In Restated Articles of Incorporation)

Additional 428 (\$1 Par Value) shares of stock authorized. The total
authorized stock of corporation is 1,428 (\$1 Par Value).

See Attached Articles of Amendment as Restated Articles of Incorporation for V.I.M. Group Corporation.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

LIUDMILA KOUDRIACHOVA became a 30% shareholder with
purchase of 428 (\$1 Par Value) shares of stock. LIUDMILA
KOUDRIACHOVA was elected Secretary/ Treasurer.

(continued)

The date of each amendment(s) adoption: 05/22/2006

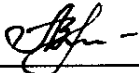
Effective date if applicable: N/A
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____. "
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

VICTOR ADAMOVICH
(Typed or printed name of person signing)

(Title of person signing)

FILING FEE: \$35