

FEB-10-2006 13:30

EMPIRE

P.01/06

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H06000037422 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FILED  
06 FEB 10 PM 2:05  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**vicoli properties, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu Corporate Filing Menu

Help

2/10/2006 11:44 AM

6

**ARTICLES OF INCORPORATION  
OF****VICOLI PROPERTIES, INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above-named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**VICOLI PROPERTIES, INC.****ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

**PREPARED BY:**

Victor Totfalusi  
18031 Biscayne Blvd.  
1802-3-South  
Aventura, Florida 33160

H0000037422

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.0833;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, to issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises, and income;

To lend money for its corporate purposes, to invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.0850;

**ARTICLE IV**

The aggregate number of shares which this corporation shall have authority to issue is the total sum of (1000) shares, having an individual par value of (\$1.00) unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

**ARTICLE V**

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

VICTOR TOTFALUSI  
18031 Biscayne Blvd.  
1002-3-South  
Aventura, Florida 33160

**ARTICLE VI**

The initial Board of Directors shall consist of a total of (1) person(s) and the names and addresses of the person(s) who are/is to serve as the initial director(s) are/is:

VICTOR TOTFALUSI  
18031 Biscayne Blvd.  
1002-3-South  
Aventura, Florida 33160

**ARTICLE VII**

The name(s) and address of the incorporator executing these Articles of Incorporation is:

VICTOR TOTFALUSI  
18031 Biscayne Blvd.  
1002-3-South  
Aventura, Florida 33160

## ARTICLE VIII

The principal place of the business corporation is:

18031 Biscayne Blvd.  
1002-3-South  
Aventura, Florida 33160

IN WITNESS WHEREOF the undersigned incorporates have executed these articles of incorporation this 25<sup>th</sup> day of January, 2006.

  
VICTOR TOTFALUSI

STATE OF FLORIDA )  
COUNTY OF BROWARD )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared VICTOR TOTFALUSI who is the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the state and county aforesaid, this 25<sup>th</sup> day of January, 2006.

  
Notary Public - State of Florida

☒ Personally known

☐ Produced I.D.

Type of I.D. Produced \_\_\_\_\_

My Commission Expires:



Reseline A. Mack  
My Commission DO162217  
Expires March 10, 2007

H00000037422

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that VICOLI PROPERTIES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Aventura, County of Miami-Dade State of Florida has named Victor Totfalusi located at , City of Aventura, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

  
Victor Totfalusi  
Registered Agent

CLERK OF THE COURT  
JANUARY 10, 2006  
STATE OF FLORIDA

FEB 10 PM 2:05

FILED

H00000037422