

P11000059034

(Requestor's Name)

DEBRA AUSTIN  
941-923-1635  
VAN WINKLE & SAMS P.A.  
3859 BEE RIDGE ROAD  
SARASOTA FL 34233

1 LBS

(City/State/Zip/Phone #)

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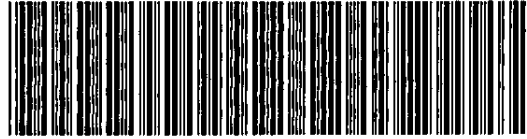
(Business Entity Name)

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**ARTICLES OF INCORPORATION  
OF  
24/7 VALET USA, INC.**

**ARTICLE I - NAME**

The name of this Corporation is: 24/7 VALET USA, INC

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 5,000,000 shares of stock. Of the authorized stock, there will be 2,500,000 shares of common stock having a par value of \$0.01 per share and 2,500,000 shares of preferred stock having a par value of \$1.00 per share.

**ARTICLE V - CLASSES OF STOCK  
PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS.**

The designations, preferences, qualifications, limitations, restrictions, and the special or relative rights in respect of the shares of each class shall be as follows:

**DIVISION A-PREFERRED STOCK**

SECTION 1. General. To the extent permitted by these Articles of Incorporation, the Board of Directors, by majority vote of a quorum, shall have the authority to issue shares of Preferred Stock from time to time in one or more classes or series.

SECTION 2. Dividends. Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, cash dividends on each share of Preferred Stock at a rate equal to 2.5% per share per annum. All dividends shall be cumulative, whether or not earned or declared, and shall accrue on a daily basis from the date of issuance of Preferred Stock, and shall be payable annually in arrears on each Dividend Payment Date as may be determined by the Board of Directors. Notwithstanding anything to the contrary set forth above, unless and until such dividends are declared by the Board of Directors, there shall be no obligation to pay such dividends in cash; provided, that such dividends shall continue to cumulate and shall be paid at the time of repurchase as provided herein if not earlier declared and paid.

SECTION 3. Liquidation of the Corporation. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock shall be entitled to receive from the assets of the Corporation (whether capital or surplus), an amount per share, prior to the payment to the holders of shares of Common Stock or of any other class of stock of the Corporation ranking as to liquidation subordinate to the Preferred Stock, which shall have been fixed and determined by the Board

of Directors with respect thereto. For the purposes of this section, the terms "involuntary liquidation, dissolution or winding up" shall include, without being limited to, a liquidation, dissolution or winding up of the Corporation resulting in the distribution of all of the net proceeds of a sale, lease or conveyance of all or substantially all of the property or business of the Corporation to any governmental body including, without limitation, any municipal Corporation or political subdivision or authority.

SECTION 4. Conversion Privileges. In the event any class or series of the Preferred Stock is issued with the privilege of conversion, such stock may be converted, at the option of the record holder thereof, at any time or from time to time, as determined by the Board of Directors, in the manner and upon the terms and conditions stated in the resolution establishing and designating the class or series and fixing and determining the relative rights and preferences thereof.

SECTION 5. Redemption. The Corporation, at its option to be exercised by its Board of Directors, may redeem the whole or any part of the Preferred Stock or of any class or series thereof at such time or times as may be fixed by the Board, at the applicable price for each share, and upon the terms and conditions which shall have been fixed and determined by the Board with respect thereto.

SECTION 6. Voting Rights. Except as otherwise required by law, or as may be limited rights in the Bylaws of the corporation, the holders of record of shares of Preferred Stock shall have no voting rights.

#### **DIVISION B-COMMON STOCK**

SECTION 1. Dividends and Shares in Distribution on Common Stock. Subject to the rights of the holders of the Preferred Stock and subordinate thereto, the Common Stock alone shall receive all further dividends and shares upon liquidation, dissolution, winding up or distribution.

SECTION 2. Voting Rights. Holders of Common Stock shall have unrestricted voting rights. At any meeting of the shareholders, each holder of Common Stock shall be entitled to one vote per share.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be at: 1551 Second Street, # 301, Sarasota FL 34236 US and the initial registered agent of this Corporation at such office shall be MARTIN J. ROSEN, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Stockholders, but in no case shall the number of directors be less than three (3) nor more than five (5). The names and addresses of the directors constituting the initial Board of Directors are:

Carl S. Cannova	1551 2nd Street, Suite 301, Sarasota Florida 34236
Martin Rosen	1551 2nd Street, Suite 301, Sarasota Florida 34236
Jeffery Sedacca	1551 2nd Street, Suite 301, Sarasota Florida 34236

**ARTICLE VIII - MAILING and CORPORATE ADDRESS**

The principal address for the corporation is: 1551 2nd Street, Suite 301, Sarasota Florida 34236

The mailing address for the corporation is: 1551 2nd Street, Suite 301, Sarasota Florida 34236

**ARTICLE IX.**  
**AMENDMENT OF ARTICLES**

These Amended and Restated Articles of Incorporation may be amended in the manner from time to time prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE X.**  
**AMENDMENT OF BYLAWS**

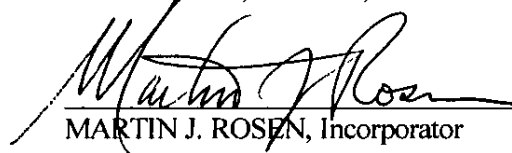
Except as otherwise provided in the express terms of any class or series of Preferred Stock, the bylaws may be amended or repealed, or new bylaws may be adopted, either (i) by vote of the shareholders at a duly organized annual or special meeting of shareholders, or (ii) with respect to those matters that are not by statute committed expressly to the shareholders and regardless of whether the shareholders have previously adopted or approved the bylaw being amended or repealed, by vote of a majority of the board of directors of the Corporation in office at any regular or special meeting of directors.

**ARTICLE XI - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

MARTIN J. ROSEN

1551 2nd Street, Suite 301, Sarasota Florida 34236

  
MARTIN J. ROSEN, Incorporator

State of Florida  
County of Sarasota

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of June, 2011, by MARTIN J. ROSEN, who is personally known ☒ OR ☐ who produced a driver's license as identification.

My Commission Expires:

  
Notary Public - State of Florida

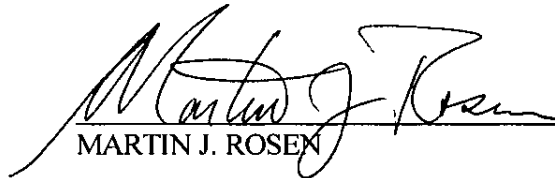


DEBRA AUSTIN  
MY COMMISSION # EE 024264  
EXPIRES: October 22, 2014  
Bonded Thru Budget Notary Services

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for 24/7 VALET USA, INC. at the place designated in the Articles of Incorporation, MARTIN J. ROSEN agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: June 15, 2011

  
MARTIN J. ROSEN

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