

9/23/2011 4:47 PM FROM: Casablanca Legal Gro Casablanca Legal Group TO: +1 (850) 6176381 PAGE: 003 OF 010

850-617-6381

9/23/2011 9:54:13 AM PAGE 17001 Fax Server



September 23, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CASABLANCA LEGAL GROUP

SUBJECT: BELLAGIO CARS INC
REF: W11000049226

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000231419
Letter Number: S11A00021988

11 SEP 23 AM 11:07
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

((# 41 Oct 23 14193)))

ARTICLES OF INCORPORATION

Bellagio Cars, Inc.

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the state of Florida and under the statute of the State of Florida providing for the formation, rights, privileges, immunities a liability of incorporating for profit it is:

ARTICLE I

The name of the organization shall be Bellagio Cars, Inc.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and the United States of America. In particular, this corporation will engage in cars sales services

ARTICLE III

The maximum number of number of shares which the organization is authorized to issue and have outstanding at any time is 1000 shares, one dollar a share.

ARTICLE IV

The amount of capital with which the organization shall commence business shall be not less the one thousand dollars.

ARTICLE V

The organization is to exist perpetually unless the sooner dissolved according to law.

ARTICLE VI

((# 41 Oct 23 14193)))

11 SEP 23 AM 11:07
OFFICE OF THE STATE
CLERK OF FLORIDA

((# 000 23 14 193)))

The initial post office address of the principle office of this organization in the State of Florida shall be at 3162 NE 212 Terrace, Aventura, FL., 33180

The business of the organization shall be managed by the Board of Directors consisting of not less than one (1) not more than five (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the organization, shall consist of a majority of the directors thereof. But the directors, by unanimous consent in writing, included in the minutes of the organization may consent to the doing of any act and such consent in writing shall have the same force and affect as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an Executive Community.

ARTICLE VII

The names and post office addresses of the directors of the first Board of Directors and slate of directors are as follows:

NAME TITLE ADDRESS

Abel Alexander Teixeira Lopez President 3162 NE 212 Terrace, Aventura, FL. 33180

RECORDED IN STATE
FALL WASSER, FLORIDA
11 SEP 23 AM 11:07

ARTICLE VIII

The names and address of the subscriber of these Articles of Incorporation is Abel Alexander Teixeira Lopez, 3162 NE 212 Terrace, Aventura, FL. 33180

ARTICLE IX

No shareholder of this organization shall enter into a voting trust agreement or any other type of agreement vesting in another person or authority to exercise the voting power of any of all of his units.

ARTICLE X

At all elections of directors of this organization each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of the directors with

((# 000 23 14 193)))

((11/00/23/14/13)))

respect to his shares of stock multiplied by the number of directors to be elected and he may cast all votes for a single director or may distribute them among the number to be voted for, or any one or more of them as he may see fit.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of, such other corporation and any director, individually or jointly, may be a party to or may be interested and no contract or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation within which he may be in any way interested.

ARTICLE XII

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required electing a Director.

ARTICLE XIII

The shareholders of this corporation shall have the power to include in the By Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of its shareholders, or in any event of the death of any of the shareholders. The manner and form as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation provided; however, those such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be written upon the certificate evidencing the ownership of such stock. No shareholder to this corporation may sell or transfer his shares therein except to another individual who is eligible to be shareholder of this corporation.

Article XIV

((11/00/23/14/13)))

11 SEP 23 AM 11:07
RECEIVED
FALLASSOCIATES, FLORIDA

((H44 Oct 23 44 49 3)))

In furtherance and not in limitation of the general power conferred by the Laws of the State of Florida and of the purposes and objects herein above stated, this corporation shall have all and singular the following power.

This corporation shall have the power to enter into or become a partner in any arrangement for sharing profits, union of interest or corporation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation, and pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to any such stock.

This corporation shall have the power to enter into, for the benefit of the employees, one or more of the following:

1. A pension plan.
2. A profit sharing plan.
3. A stock bonus plan.
4. A thrift and saving plan.
5. A restricted stock option plan, or
6. Other retirement or incentive compensation plan.

ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that at a certain amendment of these be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of organization of Bellagio Cars, Inc.

This 23 day of September, 2011



((H44 Oct 23 44 49 3)))

RECORDED & INDEXED
FALL HASSEE, FLORIDA

11 SEP 23 AM 11:07

REC'D
FALL HASSEE

(((# 11000234193)))

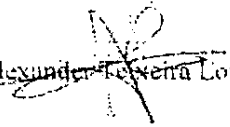
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that Bellagio Cars, Inc. desiring to organize under the Laws of the State of Florida, with its principle office as indicated in the Articles of Organization at City of Aventura, County of Miami Dade and State of Florida, 3162 NE 212 Terrace, has named Abel Alexander Teixeira Lopez, 3162 NE 212 Terrace, Aventura, FL, 33180, as its agent to accept service of process within this state.

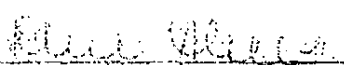
ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place of 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.

Abel Alexander  Teixeira Lopez

BEFORE ME, a Notary Public, authorized to take acknowledgment in the State and County above set forth, personally appeared known to me and known by me to the person who executed the foregoing articles of organization, and he acknowledged before me first that he executed those articles of organization.

IN WITNESS WHEREOF, I have hereinto set my hand and affixed my official seal in the State and County aforesaid this 23 day of September 2011.


Notary Public
State of _____ at Large

My commission expires:

11 SEP 23 AM 11:07
NOTARY PUBLIC
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

NOTARY PUBLIC
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

(((# 11000234193)))

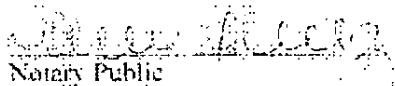
((H 4100023/4/193)))

Abel Alexander Teixeira Lopez
Subscriber



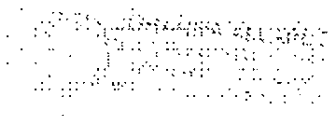
BEFORE ME, a Notary Public, authorized to take acknowledgment in the State and County above set forth, personally appeared known to me and known by me to the person who executed the foregoing articles of organization, and he acknowledged before me first that he executed those articles of organization.

IN WITNESS WHEREOF, I have hereinto set my hand and affixed my official seal in the State and County aforesaid this 21 day of September 2011.


Notary Public

State of _____ at Large

My commission expires:



NOTARY PUBLIC
TALLAHASSEE, FLORIDA

11 SEP 23 AM 11:07

((H 4100023/4/193)))