

795000014954

ULTIMA INTERIORS, INC.  
2212 N.W. 82nd AVENUE  
Miami, Florida 33126

February 15, 1995

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: ULTIMA INTERIORS, INC.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation together with a check in the amount of \$122.50 to cover the filing fee. For your convenience we have enclosed a self addressed envelope so you may mail the certified copy of the Articles of Incorporation.

Very truly yours,

*Carmen Rodriguez* AB 2/22/95  
CARMEN RODRIGUEZ

4000001412704  
-02/22/95-01049-012  
\*\*\*122.50 \*\*\*122.50

FILED  
1995 FEB 22 PM 3:03  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ULTIMA INTERIORS, INC.**

FILED

1995 FEB 22 PM 3:00

TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **ULTIMA INTERIORS, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME AND PRINCIPAL CORPORATE ADDRESS**

The name of the Corporation is: **ULTIMA INTERIORS, INC.**

The principal corporate address of this Corporation is:

**2212 N.W. 82nd Avenue  
Miami, Florida 33126**

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose or purposes for which this Corporation is organized is to transact any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes, including but not limited to interior decorating.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV**

**TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

2212 N.W. 82nd Avenue  
Miami, Florida 33126

The name of the initial registered agent of this Corporation at that address shall be:

CARMEN RODRIGUEZ

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

**ARTICLE VII**  
**DIRECTORS**  
**NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
CARMEN RODRIGUEZ	2212 N.W. 82nd Avenue Miami, Florida 33126

**ARTICLE VIII**  
**INCORPORATOR**

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

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
CARMEN RODRIGUEZ	2212 N.W. 82nd Avenue Miami, Florida 33126

**ARTICLE IX**  
**SPECIAL PROVISIONS**

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignments.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it

is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1993 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of February, 1995.

Carmen Rodriguez  
INCORPORATOR

STATE OF FLORIDA       )  
                                  )     §§  
COUNTY OF DADE       )

BEFORE ME, personally appeared CARMEN RODRIGUEZ to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the state and county aforesaid, this 14 day of February, 1995.

Elizabeth Angela Martinez  
NOTARY PUBLIC STATE OF FLORIDA

AT LARGE Elizabeth Angela Martinez  
Notary Public, State of Florida  
Commission No. CC 388481  
My Commission Expires 06/28/98

Printed Name

My Commission Expires

**DESIGNATION AND ACCEPTANCE**  
**OF**  
**REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, **ULTIMA INTERIORS, INC.** having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2212 N.W. 82nd Avenue, Miami, Florida 33126 has named **CARMEN RODRIGUEZ**, located thereat as its registered agent to accept service of process within this State.

BY:

  
INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:

  
REGISTERED AGENT

FILED

1955 FEB 22 PM 3:00

TALLAHASSEE, FLORIDA

P-95000014954

Ileana Arviz

(Requestor's Name)

A & G Automotive INC.

(Address)

2212 NW 82<sup>nd</sup> Ave

(City, State, Zip)

(Phone #)

Miami, FL 33126

400001427324  
-03/13/95--01010--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

FILED  
95 MAR 20 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend  
3/23  
JB

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 15, 1995

ILEANA ARNAIZ  
A & G AUTOMOTIVE, INC.  
2212 NW 82ND AVE.  
MIAMI, FL 33126

SUBJECT: ULTIMA INTERIORS, INC.  
Ref. Number: P95000014954

We have received your document for ULTIMA INTERIORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 495A00011603



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ULTIMA INTERIORS, INC.

FILED  
95 MAR 20 PM 2:24  
RECEIVED CLERK OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST: Amendment(s) adopted:**

1. CARMEN RODRIGUEZ resigns as Director, President, Vice-President, Secretary, Treasurer and Registered Agent of the corporation.

2. ILEANA ARNAIZ was elected Director, President, Vice-President, Secretary, Treasurer and Registered Agent of the corporation and her address is: 2212 N.W. 82nd Avenue, Miami, Florida 33126.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption is February 25, 1995

**FOURTH: Adoption of Amendment(s) (check one)**

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

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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)

Signed this 25th day of February, 1995.

ULTIMA INTERIORS, INC.

(Corporate Name)

By Carmen Rodriguez  
(Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the Shareholders)

(A director or incorporator if adopted by the  
directors or incorporators)

CARMEN RODRIGUEZ

(Typed or printed name)

President, Director and Registered Agent

(Title)

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS  
FOR ULTIMA INTERIORS, INC. AT 2212 N.W. 82TH  
AVENUE, MIAMI, FLORIDA 33126, THE UNDERSIGNED  
IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS  
OF THAT POSITION PURSUANT TO F.S. 607.0501(3).

Ileana Arnaiz  
ILEANA ARNAIZ, Registered Agent

P95000014954

OFFICE USE ONLY (Document #)

Ileana Atencio  
(Requestor's Name)  
AG Automotive Inc  
(Address)  
2212 NW 82nd Ave  
(City, State, Zip) (Phone #)  
Miami, FL 33126

FILED  
95 MAR 20 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

800001437428  
-03/23/95--01008--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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<input type="checkbox"/>	Limited Liability
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

O/D resig.

3/22  
GB

**RESIGNATION OF DIRECTORS AND OFFICERS**

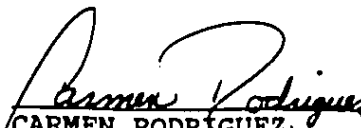
**OF**

**ULTIMA INTERIORS, INC.**

FILED  
95 MAR 20 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned director and corporate officer of  
**ULTIMA INTERIORS, INC.**, a Florida corporation, do hereby tender my  
resignation, to take effect immediately upon the adjournment of the  
meeting of the Board of Directors at which this resignation is  
accepted.


DATED this 25th day of February, 1995.



CARMEN RODRIGUEZ  
Sole Officer and Director  
2212 N.W. 82nd Avenue  
Miami, Florida 33126

STATE OF FLORIDA     )  
                              )     SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this  
25 day of February, 1995 by CARMEN RODRIGUEZ,  
**ULTIMA INTERIORS, INC.** He/she is personally known to me or has  
produced \_\_\_\_\_ as identification and did (not)  
take an oath.

  
Type or print name: \_\_\_\_\_  
Notary Public  
Serial No.:

Elizabeth Angela Martinez  
Notary Public, State of Florida  
Commission No. CC 388481  
My Commission Expires 06/28/98  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.