

195000022567

**AIR ROSE LINE, INC.**  
848 Brickell Avenue  
Suite 210  
MIAMI, FL 33131  
(305) 379-5440  
FAX (305) 370-5350

FILED  
95 MAR 20 AM 10: 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 16, 1995

**SECRETARY OF STATE**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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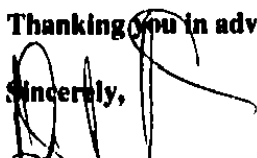
Re: Air Rose Line, Inc.

Gentlemen:

Enclosed herewith please find original and two copies of the articles of incorporation of the above referenced corporation, along with a check in the amount of \$122.50 to cover the amount of filing same.

Thanking you in advance for your kind cooperation.

Sincerely,

  
VALERIA KASSANDRAS

MAR 15 1995 BSB

Enclosures

**ARTICLES OF INCORPORATION  
OF**

**AIR ROSE LINE, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Air Rose Line, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of commons stock with a par value of one dollar.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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

The street address of the initial registered office of this corporation is 848 Brickell Avenue, Suite 210, Miami, Florida 33131 and the name of the initial registered agent of this corporation, at that address is Yannick Rault.

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

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial directors of this corporation are:

<b>NAME</b>	<b>ADDRESS:</b>
<b>Yannick Rault</b>	<b>848 Brickell Avenue, Suite 210 Miami, Fl 33131</b>
<b>Valeria Kassaradas</b>	<b>848 Brickell Avenue, Suite 210 Miami, Fl 33131</b>

#### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is:

<b>NAME</b>	<b>ADDRESS</b>
<b>Yannick Rault</b>	<b>848 Brickell Avenue, Suite 210 Miami, Fl 33131</b>

#### **ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

#### **ARTICLE XI - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than five hundred dollars.

#### **ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### **ARTICLE XIII - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XIV - REMOVAL OF DIRECTORS**

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

#### **ARTICLE XV - LIMITATION ON POWERS OF COMMITTEES**

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

#### **ARTICLE XVI - DIRECTOR QUORUM AND VOTING**

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

**ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XVIII - REDUCTION IN STATED CAPITAL**

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring an amendment of the Articles of Incorporation.

**ARTICLE XIX - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

**ARTICLE XX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16 day of March, 1995.

  
\_\_\_\_\_  
YANNICK RAULT  
INCORPORATOR  
\_\_\_\_\_  
YANNICK RAULT  
RESIDENT AGENT

**STATE OF FLORIDA**

**COUNTY OF DADE**

**BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared Yannick Rault personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.**

**IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16 day of March, 1995.**

  
\_\_\_\_\_  
**NOTARY PUBLIC, State of Florida**  
**at Large**

**MY COMMISSION EXPIRES:**



**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

FILED  
25 MAR 20 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

AIR ROSE LINE, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 848 Brickell Avenue, Suite 210, in the City of Miami, State of Florida, has named Yannick Rault located at 848 Brickell Avenue, Suite 210, City of Miami, as its agent to accept service of process within this State.

**OFFICERS AND DIRECTORS:**

NAME	TITLE	ADDRESS
Valeria Kassanras	President	848 Brickell Avenue Suite 210 Miami, Fl 33131
Yannick Rault	Vice-President	848 Brickell Avenue Suite 210 Miami, Fl 33131

**ACCEPTANCE:**

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
YANNICK RAULT