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| CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known): PARIS 2000, INC. (Corporation Name) (Document #) (Do | RACHEL SEGUZMAN | | CHINDED 1 S 1 4 32 -06/15/9501076019 ####122.50 ####122. OFFICE USE ONLY | |
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ARTICLES OF INCORPORATION OF PARIS 2000, INC.

The undersigned, natural persons competent to contract? hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

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ARTICLE I - NAME

The name of this corporation is: **PARIS 2000, INC.,** whose temporary principal office and mailing address is: 15234 N.W. 87th Avenue, Miami Lakes, Florida 33016.

ARTICLE II - CORPORATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida, and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 15234 N.W. 87th Avenue, Miami Lakes, Florida 33016, and the name of the initial registered agent at that address is Rachel S. Guzman.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (3) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name, address and capacity of the initial members of the Board of Directors of this corporation are:

Articles of Incorporation of PARTS 2000, INC.

RACHEL S. GUZMAN President/Chief Financial Officer 15234 N.W. 87th Avenue Miami Lakes, Florida 33016

FRANCISCO J. RODRIGUEZ Vice President/Treasurer 15234 N.W. 87th Avenue Miami Lakes, Florida 33016

and

VIRGINIA GUZMAN Chief Executive Officer/Secretary 19121 N.W. 12th Street Pembroke Pines, Florida 33016

ARTICLE VII - INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are the same as defined under Articles VI hereof.

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director, and/or officer of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be in, or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The tarmination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or

Articles of Incorporation of PANIS 2000, INC.

not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

B. Expenses. To the extent that a director and/or officer, of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

<u>C. Advances.</u> All expenses incurred in defending a civil or criminal action, suit or proceeding, shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by, or on behalf of the affected director and/or officer, to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in this Article VIII.

<u>D. Miscellaneous.</u> The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director and/or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is, or was a director, officer, employee or agent of the corporation, or is, or was serving, at the request of the corporation, as a director, officer, employee or agent, of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her, and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

<u>F. Amendment.</u> Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

Artician of Interperation of PARIS 2000, INC.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this _____ day of May, 1995.

Francisco J. Incorporator / STATE OF FLORIDA)SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Francisco J. Rodriguez, known to be, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes and in the capacity set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this $\frac{22}{10}$ day of May, 1995.

Consienze Cupe

NOTARY PUBLIC, State of Florida

Name: CANNEN LA NESIA

Address: 14045 NW 67TH AVE

HIANI CARES, FL 22014

My commission expires:

COUNTY OF DADE



Artician of Incorporation of PAMIN 2000, INC.

. . . .

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of May, 1995.

10-1-3 V Rachel 5 Guzman Incorporator

STATE OF FLORIDA))SS: COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rachel S. Guzman, known to be, and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation for the purposes and in the capacity set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this $\frac{12^{10}}{12^{10}}$ of May, 1995.

(Ary porcesp (hepe NOTARY PUBLIC, State of Florida Name: CHRMENIA MEJIA Address: 14045 WW 67TH AVE LAKES, FL 33014 MAMI

CARMENZA MEJIA MY COMMISSION # 30 400704 EUMINES: August 13 1959 Bonded Toru Abday Public Underset

My commission expires:

Articien of Incorporation of PARIS 2000, INC.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this $\frac{2}{3}/\frac{5}{2}$ day of May, 1995.

man Virginia Guzman Incorporator

. . . .

STATE OF FLORIDA) \$5: COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Virginia Guzman, known to be, and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of In-corporation for the purposes and in the capacity set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this _____ day of May, 1995.

ANA M. ESTEVEZ NOTARY PUBLIC, Starle of Florida

Name:__

Address:_____

OFFICIAL NOTARY SEAL ANA M ESTEVEZ COMMISSION NO. CC365127 MY COMMISSION EAR MAY 21,1998

My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034 FLORIDA STATUTES, (1985), as may be amended, the following is submitted:

That, **PARIS 2000, INC.**, desiring to organize and qualify as a corporation under the 1 is of the State of Florida, with its initial registered office at 15234 N.W. 87th Avenue, Miami Lakes, Florida 33016, and the name of the initial registered agent at that address is Rachel S. Guzman, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, Rachel S. Guzman, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of their duties.

Rachel's: Odzinan AHASSEETIORI

STATE OF FLORIDA))SS: COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rachel S. Guzman, known to be and known by me to be the person who executed the foregoing Certificate Designating Registered Agent and Office, and she acknowledged before me that she executed same for the purposes and in the capacitic. set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this $\frac{1214}{1995}$ day of May, $\frac{1}{1995}$.

Carrienze Rojk NOTARY PUBLIC, State of Florida Name: CANNE~LA 40314 Address: 14045 NW 6474 AVE HIAMI KAKES, EL BODY



My commission expires: