

CONTACT:

9960000 24507
312404

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

RECEIVED 1749078
-03/19/96--01112--026
****122.50 ****122.50

OFFICE USE ONLY

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

1. La Voile Rouge Florida Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☒ Certified Copy

☐ ARTICLES ONLY

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

☐ ALL CHARTER DOCS

☐ CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input checked="" 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

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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

**HOLD FOR
PICKUP BY
UCC SERVICES**

F. CHESSEY MAR 19 1996

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
LA VOILLE ROUGE FLORIDA, INC.
(a Florida corporation)**

FILED
SEP 19 PM 2:20
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation pursuant to the General Corporation Act of the State of Florida, does hereby certify as follows:

FIRST: The name of the Corporation is La Voille Rouge Florida, Inc. with its principal place of business located at 455 Ocean Drive, Miami Beach, Florida 33139.

SECOND: The address of the registered office of the Corporation in the State of Florida is 526 East Park Avenue, in the City of Tallahassee, County of Leon, 32301. The name of its registered agent at the address is NRAI Services, Inc.

THIRD: The purpose of the Corporation is to engage in any or all lawful business or activity for which corporations may be organized under the Florida General Corporation Act.

FOURTH: The total number of shares of all classes which the Corporation is authorized to have outstanding is Two Hundred Thousand (200,000) shares all of which stock shall be Common Stock in the par value of \$.001 each.

FIFTH: The initial board of directors shall consist of one person, Joseph A. Corazzi, 1801 Century Park East, Suite 2300, Los Angeles, California 90067. The number of directors may be increased or decreased from time to time by the vote of the board of directors.

SIXTH: A director of the corporation shall not be personally liable for monetary damages to the corporation or its stockholders for breach of any fiduciary duty as a director, except for liability described in Section 604.017(7) of the Florida General Corporation Act.

SEVENTH: A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise. No transaction, contract or act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of the Corporation is a member of any firm, a stockholder, director or officer of any corporation or trustee or beneficiary of any trust that is in any way interested in such transaction, contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect to any transaction, contract or act of the corporation or for any gain or profit directly or indirectly realized by him or her by reason of the fact that he or she or any firm in which he or she is a member or any corporation of which he or she is a stockholder, director, or officer, or any trust of which he or she is a trustee, or beneficiary, is interest in such transaction, contract or act; provided the fact that such director or officer or such firm, corporation, trustee or beneficiary of

such trust, its interest shall have been disclosed or shall have been known to the members of the board of directors as shall be present at any meeting at which action upon such contract, transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the board of directors which shall authorize or take action in respect to any such contract, transaction or act, and may vote thereon to authorize, ratify or approve any such contract, transaction or act, and any officer of the corporation may take any action within the scope of his or her authority, respecting such contract, transaction or act with like force and effect as if he or she or any firm of which he or she is a member, or any corporation of which he or she is a stockholder, director or officer, or any trust of which he or she is a trustee or beneficiary, were not interested in such transaction, contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary (if any there be) his or her good faith shall be presumed in the absence of proof to the contrary by clear and convincing evidence.

EIGHTH: The corporation reserves the right to amend and repeal any provision contained in this certificate of incorporation in the manner prescribed by the laws of the State of Florida. All rights herein conferred are granted subject to this reservation.

NINTH: The incorporator is Jehu Hand whose mailing address is 24901 Dana Point Harbor Drive, Suite 200, Dana Point, California 92629.

I, the undersigned, being the incorporator, for the purpose of forming a corporation under the laws of the State of Florida do execute and acknowledge these Articles of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereunto set my hand this 15th day of March, 1996.



Jehu Hand,
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: LA VOILLE ROUGE FLORIDA, INC.

2. The name and address of the registered agent and office is:

NRAI SERVICES, INC.

(Name)

526 E. PARK AVENUE

(P.O. Box NOT acceptable)

TALLAHASSEE, FL 32301

(City/State/Zip)

FILED
96 MAR 19 PM 2:20
TALLAHASSEE
FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE By: William Petty

DATE March 18, 1996

REGISTERED AGENT FILING FEE: \$35.00

CONTACT:

P960000 24507
14996

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

RECEIVED
APR 11 2003
UCC FILING & SEARCH SERVICES
TALLAHASSEE, FL 32301
904-681-6528

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

1. La Voile Rouge Honda Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ ARTICLES ONLY

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

☐ ALL CHARTER DCCS

☐ CERTIFICATE OF GOOD STANDING

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 checked="" 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

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP. SEARCH

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

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LA VOILLE ROUGE FLORIDA, INC.
(a Florida corporation)

FILED
96 APR -3 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is La Voille Rouge Florida, Inc.
2. The following amendment (the "Amendment") to Article FIRST was adopted on March 19, 1996 adopted, such that Article FIRST shall be amended in its entirety to read as follows:

FIRST: The name of the Corporation is La Voille Rouge Florida, Inc. with its principal place of business located at 455 Ocean Drive, Miami Beach, Florida 33139.

3. The foregoing amendment was adopted by the sole incorporator prior to the issuance of any shares.

I, the undersigned, being the sole incorporator of the Corporation, do execute these Articles of Amendment and do certify that the facts herein stated are true, and, accordingly, have hereunto set my hand this 19th day of March, 1996.



Jehu Hand,
Incorporator