

1201 HAYS STREET  
MIAMI, FL 33138-2607  
904-251-0171  
904-251-0193  
800-345-8086  
P960000-18363



PREMIER HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 978452 85437A

AUTHORIZATION : ~~Marieta G. Pidermann~~

COST LIMIT : \$122.50

PREPAID

FILED  
STATE  
SECRETARY OF STATE  
CORPORATION DIVISION  
96 JUN -6 PM 3:05

ORDER DATE : June 6, 1996

ORDER TIME : 11:12 AM

ORDER NO. : 978452

CUSTOMER NO: 85437A

CUSTOMER: Ms. Marieta G. Pidermann  
SMITH & SUPRASKI, P.A.

8000001854142  
-06/06/96--01068--038  
\*\*\*122.50 \*\*\*122.50

Suite 760, Biscayne Centre  
11900 Biscayne Boulevard  
Miami, FL 33181

DOMESTIC FILING

NAME: VLADCO INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

cf  
6/6/96

DIVISION OF CORPORATIONS  
96 JUN -6 PM 1:15

**ARTICLES OF INCORPORATION**  
**OF**  
**VLADCO INTERNATIONAL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN -6 PM 3:06

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this corporation is: VLADCO INTERNATIONAL, INC. The principal place of business of this corporation shall be 18430 Collins Avenue, Miami Beach, Florida 33160.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity in which corporations may be organized under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV**  
**CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DURATION**

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

**ARTICLE VII**  
**DIRECTORS**

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

**NAME**

Vladimir Feldman

**ADDRESS**

18430 Collins Avenue  
Miami Beach, Florida 33160

**ARTICLE VIII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Vladimir Feldman President	18430 Collins Avenue Miami Beach, Florida 33160
Vladimir Feldman Secretary/Director	18430 Collins Avenue Miami Beach, Florida 33160

**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X**  
**TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise

the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is LOUIS A. SUPRASKI, 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Louis A. Supraski	11900 Biscayne Boulevard, Suite 760 Miami, Florida 33181


**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officer and director of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having

been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 5 day of JUNE, 1996.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 5 day of JUNE, 1996, by LOUIS A. SUPRASKI, who is personally known to me or who has produced FL. DRIVER'S Lic as identification and who did ☒ did not ☐ take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

GLORIA SALOM

\_\_\_\_\_  
Print Name of Notary Public



GLORIA SALOM  
COMMISSION # OC 542140  
EXPIRES MAY 12, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM, PROCESS MAY BE SERVED**

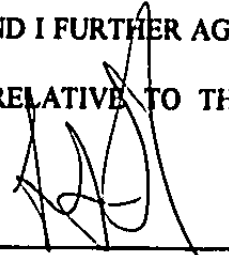
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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT VLADCO INTERNATIONAL, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS LOCATED AT 18430 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33160,  
HEREBY NAMES LOUIS A. SUPRASKI, 11900 BISCAYNE BOULEVARD, SUITE 760,  
MIAMI, FLORIDA 33181, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI  
REGISTERED AGENT  
DATED: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN -6 11 31 06