# P97000012125

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

400002055754--8 -01/13/97--01060--010 \*\*\*\*\*\*78.75 \*\*\*\*\*\*78.75

| V1S            | (Proposed corpor    | rate name - must include   | suffix)  |  | <del></del>   | <del></del>  |
|----------------|---------------------|--|--|--|---|--|
| original and o | \$78.75 Filing Fee  | \$122.50<br>Filing Fee   | \$131.25 Filing Fee, Certified Copy & Certificate  | for :  |   |  |
|                |                     |  | ts   |  |   |  |
|                | - Florida 3         | Address 33155  | 118 x x 2 1 .  | SECRETARY<br>TALLAHASSE  | 97 JAN 13   | 7  |
| (305):         | 267-1926<br>Daytime | Telephone number   |  | OF STATE<br>E. FLORIDA   | AH IO: 19   | ED   |
|                | \$70.00 Filing Fee  | (Proposed corporation original and one(1) copy of the state of the sta | (Proposed corporate name - must include so original and one(1) copy of the articles of incorporate in a straight of the articles of the artic | Filing Fee Filing Fee & Certified Copy & Certified Copy & Certificate  Professional Consultants  Name (Printed or typed)  2320 Sw. 57th Ave. suite 203  Address  Miami, Florida 33155  City, State & Zip | (Proposed corporate name - must include suffix)  a original and one(1) copy of the articles of incorporation and a check for :  \$70.00 | (Proposed corporate name - must include suffix)  n original and one(1) copy of the articles of incorporation and a check for:  \$70.00  \$78.75  \$122.50  \$131.25  Filing Fee Filing Fee Filing Fee, & Certificate & Certified Copy & Certificate  Professional Consultants  Name (Printed or typed)  2320 Sw. 57th Ave. suite 203  Address  Miami, Florida 33155  City, State & Zip |

NOTE: Please provide the original and one copy of the articles.



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 16, 1997

PROFESSIONAL CONSULTANTS 2320 SW 57TH AVENUE SUITE 203 MIAMI, FL 33155

SUBJECT: VISION AUTOMOTIVE GROUP, INC.

Ref. Number: W97000001157

We have received your document for VISION AUTOMOTIVE GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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) 487-6923.

Doris McDuffie Corporate Specialist Supervisor

Letter Number: 897A00002331

February 1, 1996

Florida Department of State Hon, Sandra B. Mortham Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Attn.: Doris Mc Duffie

Corporate Specialist Supervisor

Re: Vision Automotive Group, Inc.

Ref. Number: W97000001157

Dear Ms. Mortham:

We hereby acknowledge receipt of the original Articles of Incorporation for the above referenced corporation which you returned to us along with your cover letter dated January 16, 1997.

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We apologize for the mistake of sending you only the copy instead of the original and a copy. Since we are still within the 60-day deadline from our original filing date, we hope that you will still consider Vision Automotive Group's documentation.

Thank you for your consideration and expediency in this matter.

Sincerely,

Professional Consultants, Inc.

Ana J. Rodriguez, Esq.

AJR/mrh

Attachments

## ARTICLES OF INCORPORATION OF VISION AUTOMOTIVE GROUP, INC.

FILED

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SECRE LARY UF STATE
TALLAHASSEE. FLORIDA

#### ARTICLE I NAME

The name of the corporation is VISION AUTOMOTIVE GROUP, INC.

#### ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation is 24 E. 5th St. Hialeah, Florida 33010

## ARTICLE III PURPOSE

The corporation is organized for the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the state of Florida, including but not limited to the business of manufacturing and sale of products related to automotives and other items, or any other business incident or connected to such business, including retail, repairs, and wholesale sales.

## ARTICLE IV CAPITAL STOCK

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

Number of Shares Authorized 100 Par Value/Share \$20.00

Class of Stock Common

## ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually from the date these Articles are subscribed to the provisions of the Florida Statutes Sections 607.167.

#### ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is CARLOS DE LA TORRE and the address of the initial state registered office is 24 E. 5th St. suite 1D. Hialeah, Florida 33010, pursuant to the Florida Statutes Section 607.0501 and 607.0505. The registered agent shall also serve as resident agent pursuant to Florida Statutes Section 48.091.

Prepared by: Professional Consultants 204 S.W. 57th Avenue Suite 203-a Minmi, Florida 33144

#### ARTICLE VII DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation are:

CARLOS DE LA TORRE 24 E. 5th St. suite 1D Hialeah, Florida 33010

JOSE MARTINEZ 24 E. 5th St. suite 1D Hialeah, Florida 33010

## ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is:

CARLOS DE LA TORRE

24 E. 5th St. suite 1D

Hialeah, Florida 33010

## 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 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.

## ARTICLES X CUMULATIVE VOTING

At each election for directors, cumulative voting as set forth in Florida Statutes Section 607.097 (4) shall be allowed, provided ten (10) days' notice in writing be given the secretary of the company by the shareholder desiring cumulative voting.

## ARTICLE XI INDEMNIFICATION

This Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

| IN WITNESS WHEREOF, the undersigned, being the Incorporator named above   |
|---|
| for the purpose of forming a corporation pursuant to the Florida Business Corporation   |
| Act of the State of Florida has signed these Articles of Incorporation this 7th day of  |
| January, 1997  Tarks the forme Incorporator   |
| STATE OF FLORIDA)   |
| )SS:<br>COUNTY OF DADE )  |
| The foregoing instrument was acknowledged before me this 7 day of parametry 7,1990 by Calarty for Italian personally known to me or who has produced the following identification Flex to Diest State of Florida at Large  My commission expires:  (Seal)  Notary Public for State of Florida at Large  ANA J. RODRIGUEZ.  Notary Public, State of Florida  My Comm. Expires May 22, 1998 |
| No. CC 374845 Booted This Official Mighting Service   |

#### **ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process from the above stated corporation at the place designated in Article VI, I hereby accept appointment and agree to comply with the provisions and all statutes relating to the proper and complete performance of my duties, and I am familiar and have accepted the obligation of my position as provided in Florida Statutes Section 607.0505.

CARLOS DE LA TORRE Registered Agent