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TALLAHASSEE, FLORIDA

4/18/97

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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES. INC.  
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NAME: LUIS ARIAS AUTO SALES & SERVICE. INC.

AUDIT NUMBER.....H97000006367

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ARTICLE OF INCORPORATION

OF

LUIS ARIAS AUTO SALES & SERVICE, INC.

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:  
LUIS ARIAS AUTO SALES & SERVICE, INC.

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ARTICLE II

NATURE OF BUSINESS:

(a) The general nature of the business of the corporation to be conducted by the corporation shall be to engage in the importation and exportation of various kind merchandise and other related commodities.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

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Prepared by:  
**ACE INDUSTRIES, INC.**  
54 NW 11th Street  
Miami, FL 33136  
305-358-2571

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(c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

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(g) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

(h) To provide all kinds and types of Auto repair, sales and services, without limit in providing electrical work, modifications, alterations, including the manufacture of all types motor vehicles etc.

(i) To engage in the business of local and international hotel and travel related services for: Land, Sea and Air. and as ticketing agent, reservation agent for all types of transportation including outer space and time travel. To own and operate shuttle bus service, taxi, courier services, ship and submarine services for business and pleasure.

#### ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be 2,000 shares at \$1.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or service at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Two Thousand Dollars (2,000.00).

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ARTICLE V

The number of directors of this corporation shall not be less than two (2) nor more than five (7).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
LUIS ARIAS	PRESIDENT	6301 SW.63RD AVENUE MIAMI FL. 33143

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is:

LUIS ARIAS	6301 SW.63RD AVENUE MIAMI FL. 33143	2000 shares at \$1.00 par
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ARTICLE IX

INITIAL REGISTERED OFFICE & AGENT: The street address of the initial registered office and mailing address is 6301 SW. 63RD. AVENUE, MIAMI FLORIDA 33143. and the name of the initial registered agent of this corporation is LUIS ARIAS. Both the registered agent's address and the registered office address are the same.

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**ARTICLE X**

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 holder of the outstanding common shares.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals and caused to be filed in the office of the Secretary of State, these Articles of Incorporation.

-----*Luis Arias*----- (SEAL)  
LUIS ARIAS

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STATE OF FLORIDA

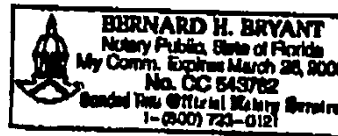
COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared Luis Arias who acknowledged before me that they signed the foregoing Articles of Incorporation, that they signed for the purposes therein expressed, freely and voluntarily.

WITNESS my hand and official seal at Miami, Dade County, Florida, on this ~~18~~ day of April, 1997.

*[Signature]*  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

LUIS ARIAS 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 PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: *Luis Arias*  
REGISTERED AGENT

DATE: *11-14-97*

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