

P 97000058231

LESLIE L. FLOREZ

ATTORNEY AT LAW

OCEAN BANK BUILDING
782 N.W. LEJEUNE ROAD
SUITE 350
MIAMI, FLORIDA 33126

FILED
JUL - 1 AM 9:01
TALLAHASSEE, FLORIDA

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

100002227411--1
-07/01/97--01031--006
****122.50 ****122.50

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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 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

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

F. O'Dover JUL 3 1997

ARTICLES OF INCORPORATION

OF

INTERNATIONAL FACTORY AUTOMOBILE DISTRIBUTORS, INC.

FILED
97 JUL - 1 11
TALLAHASSEE, FLA.

THE UNDERSIGNED, have executed the following document as incorporator of the above named Corporation, organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be **INTERNATIONAL FACTORY AUTOMOBILE DISTRIBUTORS, INC.** The address of the Corporation shall be 701 Brickell Key Boulevard, Suite 906, Miami, Florida 33131.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its Corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a Corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, where ever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its Corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be promoter, incorporator, partner, member, associated, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of sixty (60) shares at no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this Corporation.

ARTICLE V

The address of the initial registered office and the name of the initial resident agent of this Corporation shall be:

ALBIO C. PEREZ
701 Brickell Key Boulevard
Suite 906
Miami, Florida 33131

ARTICLE VI

The initial Board of Director shall consist of a total of one (1) individual/entity, and the name(s) and address(es) of this individual/entity who will serve as initial director(s) is/are:

ALBIO C. PEREZ
701 Brickell Key Boulevard
Suite 906
Miami, Florida 33131

DAVID J. LUCES
701 Brickell Key Boulevard
Suite 906
Miami, Florida 33131

ALCIDES PADILLA
701 Brickell Key Boulevard
Suite 906
Miami, Florida 33131

The name and address of the incorporator executing this Articles of Incorporation is:

ALBIO C. PEREZ
701 Brickell Key Boulevard
Suite 906
Miami, Florida 33131

DAVID J. LUCES
701 Brickell Key Boulevard
Suite 906
Miami, Florida 33131

ALCIDES PADILLA
701 Brickell Key Boulevard
Suite 906
Miami, Florida 33131

IN WITNESS WHEREFORE, the undersigned incorporator signed this document on this 30 day of May, 1997.

REPUBLIC OF VENEZUELA)
CITY OF CARACAS) SS
EMBASSY OF THE)
UNITED STATES OF AMERICA)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared **ALBIO C. PEREZ**, and **DAVID J. LUCES**, personally known to me, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official

seal, in the State and County aforesaid, this 30th day of May, 1997. Personally known to me and took an oath.

Katty Flores
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

DOES NOT EXPIRE



EMBASSY OF THE UNITED STATES OF AMERICA

I, Consul, Consul, of the United States of America at Embassy, Caracas, Venezuela

duly commissioned and qualified do hereby certify that on this 16 JUN 1997 day of 16 JUN 1997, 1995, before me personally appeared ALCIDES PADILLA, ~~to me personally known and~~ known to me to be the individual ~~(s)~~ described in whose name ~~(s)~~ (is) ~~are~~ subscribed to and who executed the annexed instrument and being informed by me of the contents of said instrument (he) ~~she/they~~ duly acknowledged to me that he ~~she/they~~ executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

Kathy Flores
Signature

Printed Signature

KATHLEEN M. HENNESSEY
Consul of the United States of America

of the United States of America

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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the
following is submitted:

INTERNATIONAL FACTORY AUTOMOBILE DISTRIBUTORS, INC.
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business in the City of Miami,
County of Dade, State of Florida, has named: **ALBIO C. PEREZ**, as
its agent to accept service of process within the State of Florida,
with the registered as:

INTERNATIONAL FACTORY AUTOMOBILE DISTRIBUTORS, INC.

ACKNOWLEDGMENTS

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

DATED: THE 30 DAY OF May, 1997.

Albio C. Perez
ALBIO C. PEREZ
REGISTERED AGENT

FILED
97 JUL -1 AM 9:28
TALLAHASSEE, FLORIDA