

LAW OFFICE OF CLARA G. MARTINEZ

P99000087934

September 21, 1999

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

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-09/30/99--01047--015
*****70.00 *****70.00

SUBJECT: V.I.P. SERVICES FL, CORP.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00

FROM: V.I.P. SERVICES FL, CORP.
Name

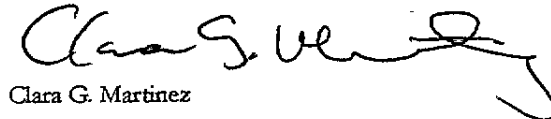
14500 S.W. 160 Terrace
Address

Miami, Florida 33177
City, State & Zip

(305) 254-3973
Telephone number

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

Sincerely,


Clara G. Martinez

FILED
1999 SEP 30 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

444 BRICKELL AVENUE SUITE 51-480 • MIAMI, FLORIDA • 33131
PHONE: (305) 225-0603 • FAX: (305) 371-4505

att 10/5
P99000022833

444 Brickell Avenue Suite 51-480
Miami, Florida 33131

facsimile transmittal

To:	Angie	Fax:	(350) 487-6804
From:	Clara G. Martinez, Esq.	Date:	10/05/99
Re:	V.I.P. Corp.	Pages:	1
CC:			

☒ Urgent ☐ For Review ☐ Please Comment ☒ Please Reply ☐ Please Recycle

ATT: Angie

We spoke today over the telephone and agreed to change the name of V.I.P. Services FL, Corp to V.I.P. Services Miami, Corp, to make it distinguishable from other Florida corporations. Please fax me the confirmation of the name change and the filing number for V.I.P. Services Miami, Corp. as soon as the filing is complete. (Preferably Today) Thank you for your attention to this matter.

Sincerely,



Clara G. Martinez

FAX NUMBER: (305) 225-2753



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

V.I.P. SERVICES MIAMI, CORP.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is: V.I.P. SERVICES MIAMI, CORP.

ARTICLE II

DURATION

The period of duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States, the State of Florida, and any state or countries.

ARTICLE IV

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES @ 1.00 EA.

50% Igor Gessen

50% AUTO RENTAL GROUP, INC.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office are as follows:

1. Igor Gessen 14500 S.W. 160 Terrace Miami, Florida 33177.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

1. **Igor Gessen 14500 S.W. 160 Terrace Miami, Florida 33177.**

ARTICLE VII

INCORPORATOR (S)

The name(s) and address(es) of the incorporator is:

1. **Igor Gessen 14500 S.W. 160 Terrace Miami, Florida 33177.**

ARTICLE VIII

BY-LAW AMENDMENT

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XI

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix compensation unless otherwise provided in Articles of Incorporation or bylaws. (FS Section 607.111)

ARTICLE XIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of the shares, and inviting him to exercise his pre-emptive written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt notice from the corporation.

ARTICLE XIV

DIRECTOR CONFLICT OF INTEREST

- A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes.
- (1) If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
- (3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee, which approves such contract or transaction.

ARTICLE XV

MEETING BY CONFERENCE TELEPHONE

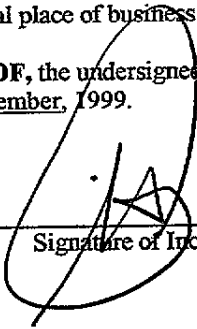
Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVI

PRINCIPAL PLACE OF BUSINESS

The corporation's principal place of business is: 14500 S.W. 160 Terrace Miami, Fl 33177

IN WITNESS WHEREOF, the undersigned incorporator have executed these articles of Incorporation this 21st day of September, 1999.



Signature of Incorporator

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.**

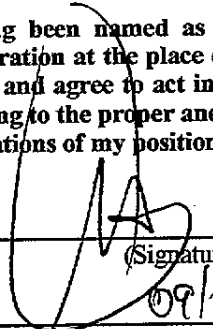
1. The name of the corporation is: V.I.P. SERVICES MIAMI, CORP.
2. The name and address of the registered agent and office is:

IGOR GESSEN
(Name)

14500 S.W. 160 Terrace
(Address)

Miami, Florida 33177
(City/State/Zip)

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)

09/21/99
(Date)