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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

01010011524240  
-06727295--01050--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: V.M. Incorporated  
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Carlos Robles  
(Name of Person)  
V.M. Incorporated  
(Firm/Company)  
12386 S.W. 82nd Ave.  
(Address)  
Miami, FL. 33156  
(City, State and Zip Code)

FILED  
95 JUL -5 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Carlos Robles at (305) 252-4990  
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:  
Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:  
Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 27, 1995

CARLOS ROBLES  
V.M. INCORPORATED  
12386 SW 82ND AVE.  
MIAMI, FL 33156

SUBJECT: V.M INCORPORATED  
Ref. Number: W95000013132

We have received your document for V.M INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6093.

Freia Lott  
Corporate Specialist Supervisor

Letter Number: 895A00031553

## V.M. INCORPORATED

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Ms. Frela Lott  
Florida Dept. of State  
Sec of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

June 29, 1995

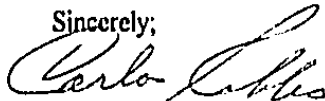
Dear Ms. Lott:

Enclosed please find documentation for V.M. Inc., Resolution of Board of Directors, and I have also included an original Certificate of Good Standing from Delaware. I know I submitted one already, but your letter stated to also include one.

If the first Certificate is in your possession, please return this copy to us.

Thank You in advance.

Sincerely,



Carlos Robles

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUL -5 PM 12:50

FILED

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Carlton Roblen, do hereby certify that this Resolution of the Board of Directors of V.M. Incorporated, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on June 14, 19 95.

Resolved, that V.M. Incorporated, organized and existing in the State of Delaware, hereby adopts the name V.M. of Delaware, INCORPORATED for use in Florida.

Dated: June 29, 1995

  
Signature of at least one director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. V.N. Incorporated  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 65-0587614  
(State or country under the law of which it is incorporated) (FEY number, if applicable)

4. June 16, 1995 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 12386 S.W. 82nd Ave.  
Miami, FL. 33156  
(Current mailing address)

8. Owners Home Office  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Carlos Robles

Office Address: 8270 S.W. 119th Street

Miami, Florida, 33156  
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carlos Robles  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Carlos Robles  
Address: 8270 S.W. 119th St.  
Miami, FL. 33156

Vice Chairman: Carrie Robles  
Address: 8270 S.W. 119th St.  
Miami, FL. 33156

Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: Carlos Robles  
Address: 8270 S.W. 119th St.  
Miami, FL. 33156

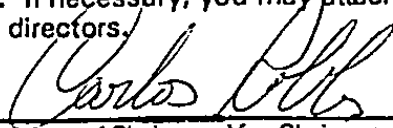
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carlos Robles, Pres.  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "V.M. INCORPORATED", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JUNE, A.D. 1995, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

**FILED**  
95 JUL -5 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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950132579

AUTHENTICATION:

7539594

DATE:

06-14-95