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From:
Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305)789-3200
Fax Number : (305)789-3395

FLORIDA PROFIT CORPORATION OR P.A.

VTF Fla, Inc.

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ARTICLES OF INCORPORATION

OF

VTF FLA, INC.

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ARTICLE I - NAME AND ADDRESS

The name of this corporation is **VTF FLA, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 15950 S. W. Kanner Highway, Indiantown, Florida 34956.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is Five Hundred Thousand (500,000) shares of common stock, all of which are to have a par value of One Hundred Dollars and Zero Cents ($100.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Filed by: Antonio R. Menendez, FB#310913
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3299/Fax: 305-789-3395

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name	Address
Antonio R. Menendez	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

Name	Address
Bruno Ladriere	15950 Kanner Highway Indiantown, Florida 34956
Michel Hamon	15950 Kanner Highway Indiantown, Florida 34956

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name	Address
Antonio R. Menendez	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

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ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of January, 2000.

Antonio R. Menendez, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

Antonio R. Menendez, Registered Agent

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