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TRANSMITTAL LETTER

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

100003277121-3
-06/06/00-01004-011
*****87.50 *****87.50

SUBJECT: Vergara Investments Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN -5 AM 9:14

FILED

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Sergio Vergara
Name (Printed or typed)

137 NW 17 COURT
Address

Miami FL 33125
City, State & Zip

(305) 822-5199
Daytime Telephone number

F. CHESLER

JUN 13 2000

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
VERGARA INVESTMENTS, INC.**

ARTICLE I – NAME/, MAILING ADDRESS. The name of this corporation is:
VERGARA INVESTMENTS, INC. The mailing address is:
137 NW 17 COURT, MIAMI, FL 33125

ARTICLE II – DURATION

This corporation is to exist perpetually.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares at ten (\$10) Dollars par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power is hereby reserved unto the stockholders by right, May, and it is hereby Delegated, unto the Board of Directors. The Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issuance or sale of the treasury shares. This action by stockholders will not affect prior action by the Board.

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder; upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

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ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 137 NW 17 COURT, MIAMI, FL 33125, and the name of the registered agent is; VICENTE I. VALDIVIESO.

ARTICLE VII – INITIAL BOARD DIRECTORS

This corporation shall have two directors. The number of directors shall be increased or diminished from time to time in such manner as may be prescribed by the bylaws, but never shall be less than two (2).

The name and address of each of the members of the initial Board of Directors of this corporation is :

Sergio V. Vergara

PRESIDENT & TREASURER

Pedro A. Vergara

VICE-PRESIDENT & SECRETARY

ARTICLE IX- INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer of this corporation, and any person who serves At the request of this corporation, as a director or officer of any corporation, from and against any and all claims and liabilities to which such person shall become subject by any reason his having heretofore or hereafter being a director officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

ARTICLE X- REMOVAL OF DIRECTORS

Any directors the entire Board of Directors may be removed, with or without cause, by vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI – INCORPORATION

The name and street address of each subscriber of these Articles of Incorporation is;

137 NW 17 Court
Miami, Fl 33125

ARTICLE XII – BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed and new Bylaws may be adopted by the shareholders May prescribed in any Bylaws made by Them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE VIII – POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerate in the Florida General Corporation Act.
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the Directors of the Board of Directors.

ARTICLE XIV – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 1st day of June 2000.


Sergio A. Vergara


Pedro A. Vergara

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED:**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, that VERGARA INVESTMENTS, INC., desiring to organize under the State of Florida within its principal office, as indicated in the articles of incorporation at the city of Miami, County of Miami-Dade, State of Florida, has named:

Vicente I. Valdivieso at 211 SW 51 Ave Coral Gables, Fl 33134, As its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act to relative to keeping open said office.



Vicente I. Valdivieso

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