

ALAN N. RAZLA,
3218 Stirling Road
Hollywood, Florida 33021

Office (954) 292-9246
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07-Oct-2000

PRO000095416 B"H

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

RE: VMS INC.,
proposed corporate name

600003419776--8
-10/09/00--01106--008
****78.75 ****78.75

Enclosed please find an original and one (1) copy of the articles of corporation for
the above corporation and check in the amount of \$ 78.75

Fee includes eight dollars and seventy five cents (\$8.75) for a statement of good standing.

FROM:

ALAN N. RAZLA

3218 Stirling

Hollywood, Florida

CITY, STATE, & ZIP

Office (954) 983-9394

TELEPHONE NUMBER

X 
Alan N. Razla

FILED
00 OCT -9 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*10-10
600*

Certificate of Incorporation of

V M S INC.,

FILED
00 OCT -9 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

ARTICLE I NAME

The name of the corporation shall be V M S INC.,

The corporation will be doing business as V M S INC.,

Prepared by: Alan N. Razla, PA 3218 Stirling Road, Hollywood, FL 33021

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

The physical address of the corporation is : V M S INC. ,
1311 NE 174TH ST.
NO. MIAMI BEACH, FL 33162

The mailing address of the corporation is : V M S INC. ,
1311 NE 174TH ST.
NO. MIAMI BEACH, FL 33162

ARTICLE III PERPETUITY

This corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

PREPARED BY ALAN A. RAZLA, PA, 3218 STIRLING RD., HOLLYWOOD, FL 33021

ARTICLE IV PURPOSE

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- A. To engage in the business **COMPUTER SERVICES** , purchases and development , invest in various ventures, and to conduct any and all other lawfully authorized business associated with this name.
- B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.
- C. to borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and / or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage pledge or otherwise dispose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.
- E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.
- F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE V CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 (one thousand shares) of Common Stock which shall have One Dollar (\$1.00) par value.

ARTICLE VI LIQUIDATION

In the event of any voluntary or involuntary liquidation, dissolution, of winding up of this Corporation, the net assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VII VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VIII 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ELI BENHAMOU
REGISTERED AGENT
1311 NE 174TH ST.
NO. MIAMI BEACH, FL 33162

ARTICLE X DIRECTORS

This Corporation shall have 1 Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and the address of the initial Directors of this Corporation is:

ELI BENHAMOU
DIRECTOR
1311 NE 174TH ST.
NO. MIAMI BEACH, FL 33162

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

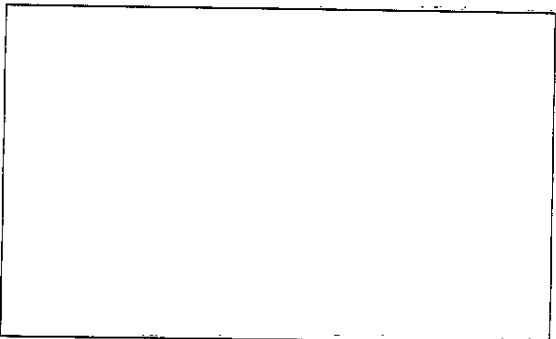
F. The Corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals at Miami, Florida on this 5TH day of OCTOBER, 2000

x 
ELI BENHAMOU
Secretary, Treasurer

Sworn to and subscribed before me this _____ day of _____

x _____
NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of section 607.0501, 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: _____

VMS INC. ,

2. The name and address of the registered agent and office is:

ELI BENHAMOU

1311 NE 174TH ST.

NO. MIAMI BEACH, FL 33162

FILED
OCT-9 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

X *Eli Benhamou*

TITLE

Registered Agent Only

DATE

05-Oct-2000

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 HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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

X *Eli Benhamou*
Registered Agent

DATE

05-Oct-2000