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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.
VAT HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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Handwritten signature/initials

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ARTICLES OF INCORPORATION

OF

VAT Holdings, Inc.

ARTICLE I

NAME

The name of this corporation is: **VAT Holdings, Inc.**

ARTICLE II

PRINCIPAL MAILING ADDRESS OF BUSINESS

The principal mailing address of business for this corporation is: **VAT Holdings, Inc., 1500 San Remo Ave., Suite 103, Coral Gables, FL 33146.**

ARTICLE III

DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by: **Pablo R. Bared, Esq., Bared and Assoc., PA
1500 San Remo, #103, Coral Gables, FL 33146
Telephone (305)666-6010**

FILED
09 SEP 11 AM 8:07
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TALLAHASSEE, FLORIDA

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**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1500 San Remo Ave. #103 Coral Gables, FL 33146, and the name of the registered agent of this corporation is Bared and Assoc., PA.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Director: Victor Achar
C/o 1500 San Remo Ave., Suite 103
Coral Gables, FL 33146

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Pablo R. Bared, Esq., 1500 San Remo Ave., Suite 103, Coral Gables, FL 33146.

**ARTICLE IX
BYLAWS**

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

Prepared by: Pablo R. Bared, Esq., Bar #739405 Bared and Assoc. PA
1500 San Remo Ave., #103, Coral Gables FL 33146
Telephone (305)666-6010

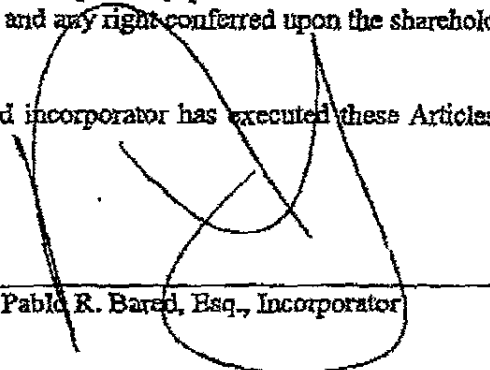
**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

**ARTICLE XI
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 11th day of September 2003.



Pablo R. Bared, Esq., Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 11th day of September 2003.


NOTARY PUBLIC

My commission expires:

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Avenue
Suite 103
Coral Gables, Fl. 33146
Telephone (305)666-6010



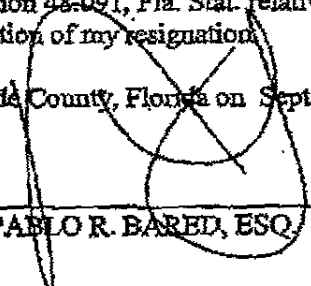
Lourdes Martinez
My Commission DQ017700
Expires April 15, 2005

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**ACCEPTANCE OF REGISTERED AGENT
FOR
VAT Holdings, Inc.**

Having been named to accept service of process for VAT Holdings, Inc., Pursuant to Article VI of the Articles of Incorporation Bared and Assoc., PA, I agree to act in this capacity and to comply with the provisions of Section 48-091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on September 11, 2003.


PABLO R. BARED, ESQ.

FILED
SEP 11 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
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