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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

v.f.m, usa inc.

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ARTICLES OF INCORPORATION

OF

V.F.M. USA Inc.

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

V.F.M. USA Inc.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purpose for which the Corporation is organized is the following:

To engage and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock with no par value.

ARTICLE FIVE

The street address of the initial office of the Corporation is:

1792 Bell Tower Lane
Weston, Florida 33326

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ARTICLE SIX

The name and address of the initial Registered Agent is:

Clemens W. Pauly, Esq.
Langstadt Pauly Chartered
815 Ponce de Leon Blvd., Suite P-201
Coral Gables, Florida 33134

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1).

The names and addresses of the initial Directors of the Corporation are as follows:

Isidoro Roberto Laso
Av. Leandro N. Alem 690, Piso 13
C1001AAO, Ciudad Autonoma de Buenos Aires
Argentina

Ricardo Abel Dujovne
Av. Leandro N. Alem 690, Piso 13
C1001AAO, Ciudad Autonoma de Buenos Aires
Argentina

ARTICLE EIGHT

The names and addresses of the initial Officers are as follows:

Isidoro Roberto Laso
President
Av. Leandro N. Alem 690, Piso 13
C1001AAO, Ciudad Autonoma de Buenos Aires
Argentina

Ricardo Abel Dujovne
Vice-President
Av. Leandro N. Alem 690, Piso 13
C1001AAO, Ciudad Autonoma de Buenos Aires
Argentina

Federico Francisco Laso
Vice-President
Calle 16 bis, numero 4555
CP 1896, City Bell - Partido de La Plata
Provincia de Buenos Aires, Argentina

Raul Hernandez
General Manager/Secretary
4398 Foxtail Lane
Weston, Florida 33331

ARTICLE NINE

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE TEN

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

The power to adopt, alter, amend, and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 31st of May 2007.



RAUL HERNANDEZ
Incorporator

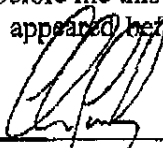
STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31 day of May 2007, by RAUL HERNANDEZ, who personally appeared before me at the time of notarization and who is personally known to me.

My commission expires:



CLEMENS W. PAULY
MY COMMISSION # DD 342899
EXPIRES: August 29, 2008
Bonded Through Budget Notary Services



NOTARY PUBLIC—State of Florida

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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
V.F.M. USA Inc.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 31st day of May, 2007.



CLEMENS W. PAULY
Registered Agent

These Articles were prepared by:
CLEMENS W. PAULY, ESQ.
LANGSTADT PAULY CHARTERED
815 Ponce de Leon Blvd.
Coral Gables, FL 33134
PH: 305-648-3909
FX: 305-648-3910

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