

995000061091

August 2, 1995

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

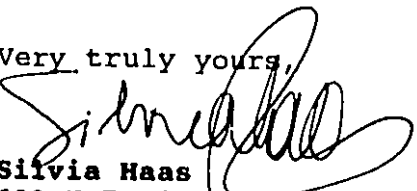
Re.: V.I.P. Professional Corp.

Gentlemen:

Enclosed please find the original and a copy of Articles of Incorporation of V.I.P. Professional Corp. Also enclosed is our check for \$122.50 payable to the Secretary of State, as payment for the incorporation. Kindly send back a copy of the Certified Articles to us A.S.A.P.

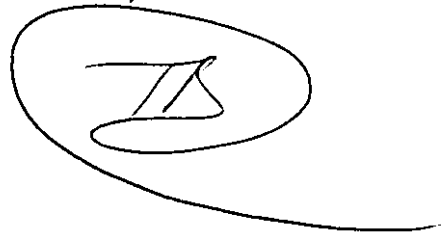
Thank you for your prompt attention to this matter.

Very truly yours,

  
Silvia Haas  
600 N.E. 36 Street, # 511  
Miami, Florida 33137

000001554660  
-08/08/95--01041--004  
\*\*\*\*122.50 \*\*\*\*122.50

8/8/95



**ARTICLES OF INCORPORATION OF:**

**V.I.P. Professional Corp.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the Laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is: V.I.P. Professional Corp.

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

1. To provide office personnel and consulting services and further to engage in the retail, wholesale and import-export business.

2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of

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TALLAHASSEE, FLORIDA

real and personal property, including franchises, patents, copy-  
rights, trademarks and licenses, in the State of Florida, and in  
all other States and countries.

4. To contract debts and borrow money, issue and sell or  
pledge bonds, debentures, notes and other evidence of indebtedness,  
and execute such mortgages, transfers or corporate property, or  
other instruments to secure the payment of corporate indebtedness  
as required.

5. To purchase the assets of any other corporation and  
engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell transfer,  
mortgage, pledge or otherwise acquire or dispose of the shares of  
the capital stock, or any bonds, securities, or other evidence  
of indebtedness created by any other corporation of the State of  
Florida or any other state created by any other corporation of the  
State of Florida or any other state or government, and while owner  
of such stock to exercise all the rights, powers and privileges of  
ownership, including the right to vote such stock.

#### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation  
is authorized to have outstanding at any one time is:

100 shares at \$ 1.00 ( One dollar) par value.

#### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin  
business is not less than One-Hundred Dollars ( \$ 100.00 ).

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - ADDRESS**

The initial street address of the principal office of this corporation is: 600 N.E. 36 Street, #511

Miami, Fl. 33137

The registered agent of the corporation is:

STEPHEN J. AVRACH of 735 N.W. 22 Avenue, Miami, Fl. 33125

The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE VII - DIRECTORS**

This corporation shall not have less than 1 ( One ) director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than 1 (one).

**ARTICLE VIII - INITIAL DIRECTORS and Officers**

The names and street addresses of the initial Officers and Directors are:

**Name:**

**Address:**

EDUARDO KOUYOUMDJIAN  
President/Director

600 N.E. 36 Street, #511  
Miami, Fl. 33137

SILVIA HAAS  
Vice-President/Secretary and  
Director

600 N.E. 36 Street, #511  
Miami, Fl. 33137

**ARTICLE IX - SUBSCRIBERS**

The names and street addresses of the Subscribers to these Articles of Incorporation are:

<b>Name:</b>	<b>Address:</b>
EDUARDO KOUYOUMDJIAN	600 N.E. 36 Street, #511 Miami, Fl. 33137
SILVIA HAAS	600 N.E. 36 Street, #511 Miami, Fl. 33137

**ARTICLE X - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, shall be proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI - FURTHER POWERS**

The corporation shall have the further right and power to:  
From time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation, other than the stock book, or any of them shall be open for the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.


The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation, subject to the provisions of the statutes, outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set OUR hand and seal this 1st day of AUGUST, 1995.

  
\_\_\_\_\_  
EDUARDO KOUYOUMDJIAN ( L.S. )

  
\_\_\_\_\_  
SILVIA HAAS ( L.S. )

STATE OF FLORIDA)

S.S.

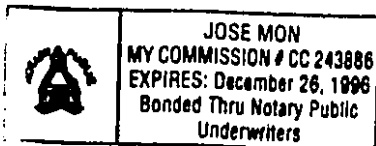
COUNTY OF DADE)

BE IT REMEMBERED that on this 1st-day of AUGUST, 1995 before me, an officer duly authorized to take acknowledgments in the State and County Aforesaid, personally came EDUARDO KOUYOUMDJIAN and SILVIA HAAS , both to me personally known to be the persons described as Subscribers and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation, consisting of this page plus the foregoing Five (5) pages.

WITNESS my hand and official seal on this date and in the County and State above stated.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public



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

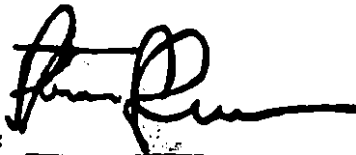
In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:

First, that , V.I.P. Professional Corp.  
desiring to organize under the laws of the State of Florida with  
its principal office as indicated in the Articles of Incorporation  
at: 600 N.E. 36 Street, #511 - Miami, Fl. 33137  
has named STEPHEN J. AVRACH of 735 N.W. 22 Avenue, in the City of  
Miami, County of Dade, State of Florida, 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 I agree  
to comply with the provision of said Act in respect to keeping open  
said office.

BY:



Stephen J. Avrach  
Registered Agent



DEBIT MEMORANDUM

**P95000061091**

TO : DEPARTMENT OF STATE

FOR OFFICIAL USE

NUMBER

8-25-95

570

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	672.50	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	672.50	OTHER	4

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	70.00
12	45-20-2-130001-45300000-00-000100-00	4	122.50
12	45-20-2-130001-45300000-00-000100-00	1	480.00

600001599046  
1000035-01003-016  
\*\*\*137.50\*\*\*

GRAND TOTAL:

\$ 672.50

1005 70-B

RECEIVED  
95 AUG 29 AM 9:34  
FINANCIAL MANAGEMENT

Process Date: 08/15/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

*Bill Nelson*

State Treasurer