

P96000036015

A. ROMEU INC.  
121 NW 85 Place  
Miami Florida 33126

April 16, 1996.

Department of State  
Division of Corporations  
George Firestone Boulevard No. 409  
East Gaines Street  
Tallahassee, Florida 32399.

RECEIVED  
4-16-96

Subject:

VNR ENTERPRISE CORPORATION.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the Articles  
of Incorporation and a check No. 1113 \$ 78.75, covering  
filing fees and certificate.

from: A. Romeu Inc.  
121 NW 85 Place  
Miami Florida 33126

300001790383  
-04/23/96--01071--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*A Romeu*  
Alfonso Romeu

AR/j11..

telephone: 305 553 2900

AL APR 25 1995

FILED  
96 APR 22 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
V N R ENTERPRISE CORPORATION

FILED  
96 APR 22 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LECTIVE ONLY  
2-11-96

The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: V N R ENTERPRISE CORPORATION

ARTICLE II; DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III; PURPOSE

The purpose is in engage in any activities or business permitted under the laws of the United States and or the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$ 1.00) per value common stock, which shall be designated "Common Shares".

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.**

The name and address of the initial registered agent and office is as follows:

Alfonso Romeu  
121 NW 85 PLACE  
MIAMI, FLORIDA, 33126

**ARTICLE VI. CORPORATION PRINCIPAL OFFICE.**

The address of the Corporation principal office is:

15292 SW 104 STREET, # 11-21  
MIAMI, FLORIDA, 33196

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The Corporation shall have TWO (2) Director (s) initially. The number of directors may be either increased or decreased from time to time by an ammendment of the byiaws of the corporation in the manner provided by law but shall be never be less than one.

The name and address of the initial board of directors of this corporation are:

NELLY VOLCANES COMPAGNIONY  
15292 SW 104 ST # 11-21  
MIAMI, FLORIDA, 33196

VINCENZIO L. COMPAGNIONY  
15292 SW 104 ST # 11-21  
MIAMI, FLORIDA, 33196

**ARTICLE VIII. INCORPORATION.**

The name and address of the Incorporator signing these articles of incorporation are:

NELLY VOLCANES COMPAGNION  
15292 SW 104 ST. # 11-21  
MIAMI, FLORIDA, 33196



**ARTICLE IX. AMENDMENT OF ARTICLES.**

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

**ARTICLE X. PRE-EMPTIVE RIGHTS.**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XI. REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XII. INDEMNIFICATION.

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT.

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

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR EXECUTED THESE ARTICLES OF INCORPORATION THIS FIFTHTEEN OF APRIL OF 1996.

*Nelly Volcanes Compagnion*

BEFORE ME, The undersigned authority, personally appeared  
MS. NELLY VOLCANES COMPAGNION To me known to be  
the person who executed the foregoing Articles of Incorporation, and she  
acknowledged to and before me that she executed such instrument.

Sworn and subscribed before me on this April 16/96  
DL # V-425-630-48-591-0

Notary Public,  
Of Florida, my commission  
expires. Feb 2/99



*Martha Lopez*  
MARTHA LOPEZ  
My Commission CC438878  
Expires Feb 02 1999  
Bonded by HAI  
800-422-1666

**CERTIFICATE OF DESIGNATED OF REGISTERED AGENT AND REGISTERED OFFICE.**

Pursuant to the provisions 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:  
V N R ENTERPRISE CORPORATION
- 2.- The name and address of the registered agent and office is:  
Alfonso Romeu  
121 NW 85 Place  
Miami, Florida, 33126

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 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.

*A. Romeu*  
Signature:

*4/18/96*  
Date:

96 APR 22 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED