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April 6, 1995

Division of Corporations
Annual Reports
Post Office Box 1500
Tallahassee, Florida 32302

W95-7778

100001450951
-04/07/95--01002--015
*****70.00 *****70.00

Re: VS MANAGEMENT, INC.

Enclosed herein please find the Articles for Authorization to Transact Business in Florida for the above named entity. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the states filing fee.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

FILED
95 APR 27 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1995

GERALD WEINBERG INC.
LAWRENCE A. KIRSCH
90 STATE ST.
ALBANY, NY 12207

SUBJECT: VS MANAGEMENT, INC.
Ref. Number: W9500007778

We have received your document for VS MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6023.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 995A00016553

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. VS Management, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 11-3236075
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 14, 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2269 South University Drive, Suite 371
Davie, Florida 33324
(Current mailing address)

8. Any lawful act or activity
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Yvonne Vargas
Office Address: 35-20 S.W. 52nd Avenue
Fort Lauderdale, Florida, 33314
(Zip Code)

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TALLAHASSEE, FLORIDA

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Yvonne Vargas
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Yvonne Vargas

Address: 35-20 SW 52nd Avenue

Fort Lauderdale, Florida 33314

Director: _____

Address: _____

B. OFFICERS

President: Yvonne Vargas

Address: 35-20 SW 52nd Avenue

Fort Lauderdale, Florida 33314

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Yvonne Vargas
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Yvonne Vargas, President

(Typed or printed name and capacity of person signing application)

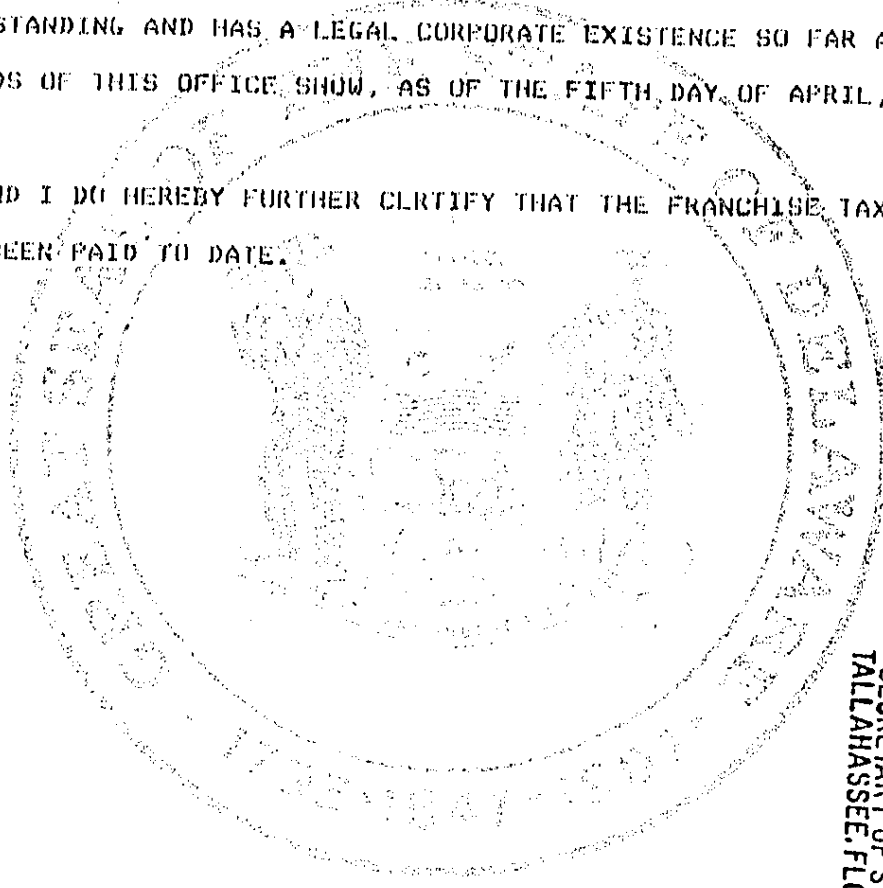
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VS MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF APRIL, A.D. 1995.

AND I DO HEREBY FURTHER CLRTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7462940

DATE: 04-05-95