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January 6, 2000

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

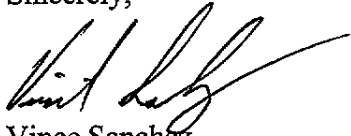
To Whom It May Concern:

My name is Vincent Sanchez and I am sending the enclosed Articles of Incorporation for the company:

V & L Network Systems Company

I am also enclosing a check for \$78.75 for the fee and to receive a certified copy of the papers. If you should need further information, please let me know. Thanks in advance for your attention to this matter.

Sincerely,



Vince Sanchez
19541 W. St. Andrews Drive
Miami, FL 33015
(305)362-2611 x3411 - work
(305)620-5855 - home

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

V & L NETWORK SYSTEMS COMPANY

The undersigned, for the purpose of forming a corporation under the V & L NEWTORK SYSTEMS COMPANY, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of this corporation is: V & L NETWORK SYSTEMS COMPANY

ARTICLE TWO
PRINCIPLE ADDRESS

The principle address of the Corporation is 19541 WEST ST. ANDREWS DRIVE, MIAMI, FLORIDA 33015

ARTICLE THREE
DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR
PURPOSE

The corporation may transact any and all lawful business for which corporation may be incorporated under the laws of the State of Florida.

ARTICLE FIVE
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is FIVE HUNDRED SHARES (500), all of which shall be common shares with a non par value.

ARTICLE SIX
REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be: 19541 WEST ST. ANDREWS DRIVE, MIAMI, FLORIDA 33015, and the name of the initial Registered Agent at such address is:

VINCENT SANCHEZ
I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:


VINCENT SANCHEZ

ARTICLE SEVEN
PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE EIGHT
DIRECTORS

7.01 The Board of Directors of the corporation shall consist of at least one (1) member.

7.02 The names and addresses of the initial directors of the first Board of Directors shall be as follows:

Name:

Address:

Vincent Sanchez

19541 W. St. Andrews Dr.
Miami, Florida 33015

ARTICLE NINE

OFFICERS

The names and addresses of the first officers of the corporation, shall be as follows:

Office:

Name:

Address:

President

Vincent Sanchez

As stated above

Vice President

Lily Sanchez

As stated above

ARTICLE TEN
INCORPORATOR

The name and address of the incorporator is:

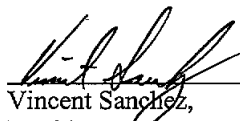
Name:

Address:

Vincent Sanchez

As stated above

IN WITNESS WHEREOF, I have subscribed my name this 6 th day of January 2000.



Vincent Sanchez,
President

STATE OF FLORIDA)

ss

COUNTY OF MIAMI-DADE)

On this 6 th day of January, 2000, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared VINCENT SANCHEZ known to me to be the persons whose name is subscribed to the within instrument, identifying himself by drivers license and acknowledged that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Dade County, Florida.

(✓) Personally Known

-or-

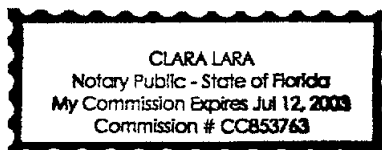
(✓) Produced Identification
Type of I.D. Produced:

S522-860-65-021-0



NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



FILED
00 JAN 13 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA