

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000038778

N.V. Development
Corp

600003212796--5
-04/18/00--01069--005
*****78.75 *****78.75

Signature _____

Requested by: LS

4/18/00

10:52

Name

Date

Time

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
00 APR 18 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 18 PM 12:15
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APR 18 2000
T. SMITH

**ARTICLES OF INCORPORATION
OF
V.N.V. DEVELOPMENT, CORP.**

FILED
00 APR 18 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: V.N.V. DEVELOPMENT, CORP.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the State of Florida and of the United States of America.

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 500 shares of Common Stock of a par value of NONE. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

The street address of the initial registered office of the corporation in the State of Florida is: 9370 Sunset Drive, Suite A-202, Miami, Florida, 33173.

The name of the initial registered agent of this corporation is:
Jeffrey Drew Cummins, 9555 North Kendall Drive, Suite 202, Miami, Florida 33176.

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

The corporation shall have two (2) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation is
Martin Guerra, President, 9370 Sunset Drive, Suite A-202, Miami, Florida, 33173,
and Judith Flores Guerra, 9370 Sunset Drive, Suite A-202, Miami, Florida, 33173.

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation are: Martin Guerra, President, 9370 Sunset Drive, Suite A-202, Miami, Florida, 33173,
and Judith Flores Guerra, 9370 Sunset Drive, Suite A-202, Miami, Florida, 33173.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE XI-BUY-OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these Articles of Incorporation this 14th day of April, 2000.

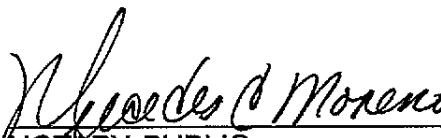

MARTIN GUERRA


JUDITH FLORES GUERRA

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

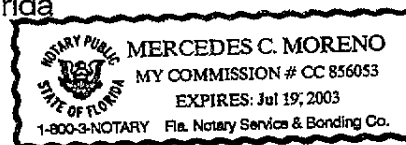
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared MARTIN GUERRA and JUDITH FLORES GUERRA, to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 14th day of April, 2000.


NOTARY PUBLIC
State of Florida

My Commission Expires:

This Instrument Prepared by:
Jeffrey Drew Cummins, Esq.
9555 N. Kendall Drive
Suite 202
Miami, Florida 33176
305-595-3310



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

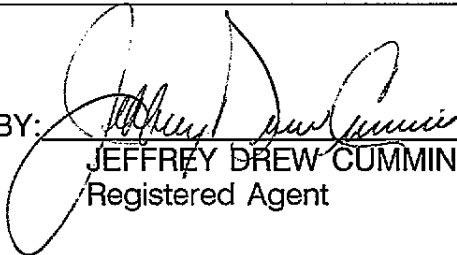
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, V.N.V. DEVELOPMENT, CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has designated JEFFREY DREW CUMMINS, 9555 North Kendall Drive, Suite 202, Miami, Florida 33176, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 14 day of APRIL, 2000.

BY:


JEFFREY DREW CUMMINS
Registered Agent

FILED
00 APR 18 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA