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TRANSMITTAL LETTER

July 14, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Via FedEx

FILED
00 JUL 17 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: V.I.P. FON, INC.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50, for: Filing Fee, Certified Copy and Certificate of Status.

Please return the Stamped / Certified Copy and Certificate of Status in the enclosed pre-paid FedEx envelope.

From: Thomas J. Hayes
9121 SW 102nd Street
Miami, FL 33176
305-588-3216

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-07/18/00-01006-021
*****87.50 *****87.50

F. CHESNEY

JUL 19 2000

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME: The name of the corporation shall be

V.L.P. FON, INC.

ARTICLE II PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be:

21205 NE 37th Avenue, #1707, Aventura, FL 33180

ARTICLE III SHARES: The number of shares that this corporation is authorized to have outstanding at any one time is:

100 Common Shares, \$5.00 par value per share

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and Florida street address of the initial registered agent are:

**Thomas J. Hayes
9121 SW 102nd Street, Miami, FL 33176**

ARTICLE V INCORPORATOR: The name and address of the incorporator of these Articles of Incorporation are:

**Thomas J. Hayes
9121 SW 102nd Street, Miami, FL 33176**

ARTICLE VI BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the sole initial director of this corporation is:

**Samy Loeb
21121 NE 21st Place, Miami, FL 33179**

ARTICLE VII OFFICERS: Samy Loeb shall be the initial President of this corporation. The Board of Directors may appoint, at their option, a President, a Secretary, an Assistant Secretary, a Treasurer, and one or more Vice Presidents.

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ARTICLE VIII BY-LAWS: The Board of Directors shall adopt By-laws for this corporation which may be altered, amended or repealed by the shareholders or Board of Directors in any manner permitted by the By-laws.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS: The corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of this corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his/her capacity as director or officer of this corporation, or in his/her capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of this corporation, against judgments, fines, amounts paid in settlements and reasonable attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of this corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such actions were unlawful.

ARTICLE X AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in any manner now or hereafter provided for by law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date indicated below.



Signature/Incorporator

JULY 14, 2000

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 obligations of my position as registered agent.



Signature/Registered Agent

JULY 14, 2000

Date