

P000000097209

TRANSMITTAL LETTER

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

FILED
00 OCT 16 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: _____
(Proposed corporate name - must include suffix)

400003425154--2
10/16/00-101110-811
***125.00 ***46.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

600003403866--3
-09/29/00--01071--014
***125.00 ***70.00

FROM: _____
Name (Printed or typed)
Jeffrey N. Torain
5013 3rd Street West
Lehigh, Florida 33971

City, State & Zip

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB 10-16

ARTICLES OF INCORPORATION OF VPF, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is VPF, Inc.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the business of marketing, advertising, and video production;
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business;
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares, which the corporation is authorized to issue, is 10,000. Such shares shall be of a single class, and shall be without par value.

All issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase

VPF, Inc.

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any additional shares of any class, or any bonds or convertible securities of any nature; provided however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

The Board of Directors of the corporation may authorize the issuance from time to time of shares of its stocks of any class, whether now or hereafter authorized, or securities convertible into shares of its stocks of any class, whether now or hereafter authorized for such consideration as the Board of Directors may deem advisable, subject to the restrictions or limitations, if any, as may be set forth in the Bylaws of the corporation.

The Board of Directors of the corporation may, by restated articles of incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE FIVE **REGISTERED OFFICE AND AGENT**

The street address of the corporation is 10900 S.W. 95th Street, Miami, Florida, 33176. The street address of the initial registered office of the corporation is 13811-2 S.W. 149 Circle Ln., Miami, Florida, 33186, and the name of its initial registered agent at such address, is David R. King.

ARTICLE SIX **DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is four. The names and addresses of each person who is to serve as a member of the initial board of directors are:

Jeffrey N. Torain
5013 3rd Street West
Lehigh, Florida 33971

David R. King
13811-2 S.W.
149 Cir. Lane
Miami, Florida 33186

Frank Trelles
12915 110th Terrace
Miami, Florida 33186

Maurice Arenas
10900 S.W. 95th Street
Miami, Florida 33176

Timothy M. Torain
5013 3rd Street West
Lehigh, Florida 33971

ARTICLE SEVEN
OFFICERS

The initial officers of the corporation shall serve until the first annual meeting or until such time as the board of directors holds a duly noticed special meeting to elect new officers as more fully set forth in the bylaws. The name and address of the initial officers of the corporation shall be as follows:

President

David R. King
13811-2 S.W.
149 Cir. Lane
Miami, Florida 33186

Treasurer

Jeffrey N. Torain
5013 3rd Street West
Lehigh, Florida 33971

Secretary

Frank Trelles
12915110th Terrace
Miami, Florida 33186

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

Jeffrey N. Torain
5013 3rd Street West
Lehigh, Florida 33971

David R. King
13811-2 S.W.
149 Cir. Lane
Miami, Florida 33186

Frank Trelles
12915110th Terrace
Miami, Florida 33186

Maurice Arenas
10900 S.W. 95th Street
Miami, Florida 33176

Timothy M. Torain
5013 3rd Street West
Lehigh, Florida 33971

ARTICLE NINE
SHAREHOLDERS RESTRICTIVE AGREEMENT

All of the shares of the stock of this corporation may be subject to a shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the corporation and transferability of the shares of stock of the corporation. A copy of the Shareholders Restrictive Agreement, if any, is on file at the principle office of the corporation.

ARTICLE TEN
INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE ELEVEN
DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after paying the debts of the corporation, be distributed to the shareholders in the manner prescribed in the bylaws of this corporation.

ARTICLE ELEVEN
TRANSFER OF SHARES

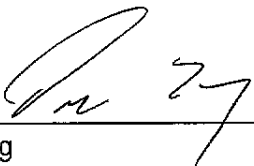
Prior to the sale of any shares in this corporation, the shareholder shall offer the shares to the corporation for first right of refusal to purchase the shares at their value according to the corporate books on the last record date prior to the notice of offer of sale. Upon the death of any shareholder, it shall be the duty of the corporation to issue a new certificate to the person or family member entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation, which shall be kept at its principle office. Should the deceased shareholder's estate decide to sell the shares, the estate must offer the shares to the corporation for first right of refusal to purchase the shares at their value according to the corporate books on the last record date prior to the notice of offer of sale. All notices under this section shall be by Certified U.S. Mail and addressed to the secretary of the corporation at the corporate office as stated in Article 5 herein or as may be amended.

ARTICLE THIRTEEN
AMENDMENT

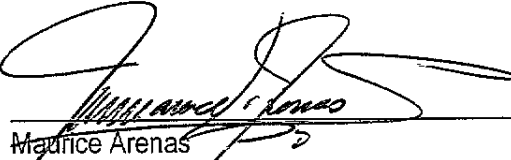
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a unanimous vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 11th day of October, 2000.

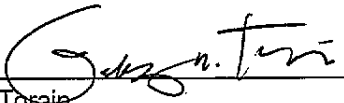
Signed:



David King




Maurice Arenas



Jeffrey Torain



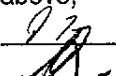
Frank Trelles



Timothy M. Torain

STATE OF FLORIDA
COUNTY OF


BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above,

 personally appeared David R. King, known to be and known by me or has produced as identification, Maurice Arenas, known to be and known by me or has produced as identification, Jeffrey N. Torain, known to be and known by me or has produced as identification, Frank Trelles, known to be and known by me or has produced as identification, and Timothy M. Torain, known to be and known by me or has produced as identification, and both acknowledged before me individually that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 11th day of October, 2000.

NOTARY PUBLIC, State of Florida
at Large

My commission expires:





Beatriz Lopez
MY COMMISSION # CC927220 EXPIRES
April 12, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

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

Date

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