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FLORIDA PROFIT CORPORATION OR P.A.

v.o. international corp.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 1, 2000

EMPIRE

SUBJECT: V.O. INTERNATIONAL CORP.
REF: W00000026084

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION
OF
V.O. INTERNATIONAL CORP.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The Name of the corporation ("Corporation") is V.O. International Corp.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2315 Adams Street, Suite 22A, Hollywood, Florida 33020-5392.

Prepared by:

Leonard Storchey, Esq.
Leonard Storchey, P.A.
9273 Collins Avenue
Suite 1109
Surfside, Florida 33154
Tel: (786) 388-0900
Fla. Bar No. 0122599

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ARTICLE V
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$0.1 each.

ARTICLE VI
PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered office is 9273 Collins Avenue, Suite 1109, Surfside, Florida 33154. The initial registered agent for the corporation at that address is Leonard Storcheyov, Esq.

ARTICLE VIII
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of no fewer than one person, the exact number to be determined from time to time in accordance with the By Laws. The names and addresses of the persons who will serve on the initial Board of Directors are:

Name and Address

Title

Sergey Golubev
2315 Adams Street, Suite 22A
Hollywood, Florida 33020-5392

President

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Julia Golubeva
2315 Adams Street, Suite 22A
Hollywood, Florida 33020-5392

Vice-President

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Sergey Golubev, 2315 Adams Street, Suite 22A, Hollywood, Florida 33020-5392.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 26th day of October 2000.

*Before me personally appeared
Sergey Golubev. Driver License G411-780-73-0914-0*



Frieda Nosikovsky
Commission # CC 934480
Expires June 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Frieda Nosikovsky

[Signature]
SERGEY GOLUBEV

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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Sergey Golubev, and that he is known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal on this 06th day of October 2000.

NOTARY PUBLIC, State of Florida, at Large

My Commission Expires:



Frieda Nosikovsky
Commission # CC 934480
Expires June 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Frieda Nosikovsky

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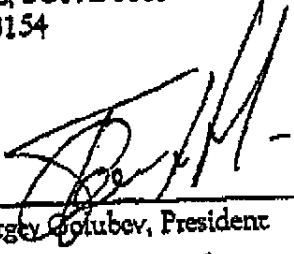
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:
V.O. INTERNATIONAL CORP.
2. The name and address of the Registered Agent is

LEONARD STORCHEVOY, ESQ.
LEONARD STORCHEVOY, P.A.
9273 COLLINS AVENUE, SUITE 1109
SURFSIDE, FLORIDA 33154


Sergey Golubev, President

Dated: October 26, 2000

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for V.O. INTERNATIONAL CORP.
at the place designated in these Articles of Incorporation, the undersigned is familiar with and
accepts the obligations of that position pursuant to F.S. 607.0501(3).


Leonard Storcheyov

Dated: October 26, 2000

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