

MAZZA-MARTINEZ & ASSOC., P.A.

Attorneys at Law.
782 NW 42 Av. Suite 638.
Miami, Florida 33126

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DECEMBER 19 2000

SIRS.

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida

600003510666--9
-12/21/00--01065--024
*****78.75 *****78.75

Ref: Filing for a profit corporation

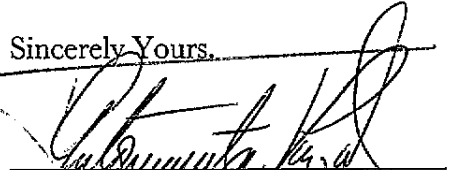
Dear Sirs:

Enclosed you will find the articles of incorporation to be filed with the corresponding fee.

Please send to our offices said document as soon as it is filed at:

Tania A. Mazza-Martinez
782 NW 42 Av. Suite 638
Miami, Florida 33126

Sincerely Yours,


Ms. Tania A. Mazza-Martinez
TMM/amm

FILED
01 JAN 30 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. SMITH JAN 31 2001

W01-1323
1201-284



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2001

TANIA A MAZZA-MARTINEZ
782 NW 42 AVE, SUITE 638
MIAMI, FL 33126

*Return
to
Capital
Connection*

SUBJECT: VERTEX CORP.
Ref. Number: W01000001323

We have received your document for VERTEX CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 801A00002759

RECEIVED
01 JAN 30 AM 11:09
DIVISION OF CORPORATION

Corrected

ARTICLE OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is VEQUIZ CORP.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 1135 West 76 Street. Apt. 6, Hialeah, Florida 33014.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of US\$ 1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 782 NW 42 Av Suite 638. Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Ms. Tania A. Mazza-Martinez.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Officers to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Officers may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initials Officers are:

ZARITA VELARDE

President

1135 West 76 Street. Apt. 6.
Hialeah, Florida 33014

JUAN MANUEL IZTURRIAGA

General Manager

1135 West 76 Street. Apt. 6.
Hialeah, Florida 33014

ARTICLE VII- INCORPORATOR

The name and address of the Incorporator signing these Articles is:

01 JAN 30 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Tania A. Mazza-Martinez
MAZZA-MARTINEZ & ASSOC, P.A.
782 NW 42 Av. Suite 638.
Miami, Florida 33126

ARTICLE VIII- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX- INDEMNIFICATION

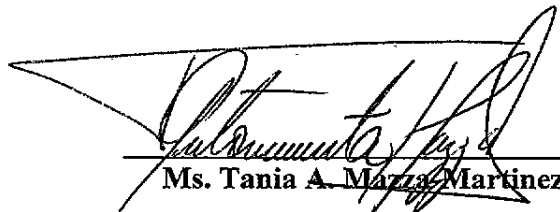
The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: December 19, 2000


Ms. Tania A. Mazza-Martinez

ACCEPTANCE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE.

The undersigned person, having been named as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in the Articles, hereby accept to act in this capacity. I further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and acknowledge that I am familiar with and accept the obligations of my position as Registered Agent.

By: 
Registered Agent.

01 JAN 20 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA