

P010000 43805

VISTA TECHNOLOGY INTERNATIONAL

444 brickell ave. Suite 51-462

Miami, Fl 33131

April 27, 2001

Division of Corporation

Div of Corporations

Ref: ARTICLES OF INCORPORATION  
VISTA TECHNOLOGY INTERNATIONAL, CORP.

Enclosed please find our check in the amount of \$ 78.75 for the above mentioned corporation

Sincerely,

*L. Jandali*

Dir.

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-05/01/01--01049--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

F. CHESSEY MAY 2 2000

444 BRICKELL AVE., SUITE 51-462 • MIAMI, FL • 33131  
PHONE: 305/358-9535 • FAX: 305/358-9536

FILED  
01 APR 30 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VISTA TECHNOLOGY INTERNATIONAL, CORP.

The undersigned Incorporator, a natural person competent to contract hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

FILED  
01 APR 30 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
Name

The name of this Corporation shall be VISTA TECHNOLOGY INTERNATIONAL,  
CORP.

ARTICLE II.  
Address of Principal Office

The address of the Principal Office of the Corporation is

444 Brickell Ave., Suite 51-462  
Miami, Florida 33131

ARTICLE III.  
Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The purpose of this corporation shall be to import, export, buy, sell, consign, contract, subcontract and otherwise deal in retail and wholesale business.

The purpose of this corporation also includes all and any ownership or operations necessary to lawfully conduct any other lawful business in the State of Florida, the United States and other parts of the world.

## Incorporator

The name and street address of the Incoporator of this Corporation is a follows:

Najib Tayara 444 Brickell Ave., Suite 51-462  
Miami, FL 33131

## Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

**Address of Registered Office and Registered Agent**

The street address of the initial registered office of this corporation the State of Florida shall be as follows:

444 Brickell Ave., Suite 51-462  
Miami, FL 33131

The name of the initial registered agent of the Corporation at the above address shall be as follows:

Najib Tayara

The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

## Capital Stock

This Corporation is authorized to issue 1,000 shares of One Dollar par value common stock, which shall be designated "Common Shares"

## Number of Directors

This Corporation shall have five (5) Directors initially. the number of Directors may be increased of decreased from time to time by the by-laws but shall never be less than one (1).

ARTICLE IX.  
Initial Board of Directors

The names and addresses of the members of the initial Board of Directors of this Corporation are as follows:

Najib Tayara P-D	444 Brickell Ave. # 51-462, Miami, Fl
Mahmoud al Rached - D	444 Brickell Ave. # 51-462, Miami, Fl
Mohammed A.S. Al Zaid -VP-D	444 Brickell Ave. # 51-462, Miami, Fl
Abdul Jandali -T-D	444 Brickell Ave. # 51-462, Miami, Fl
Mey Tayara -S-D	444 Brickell Ave. # 51-462, Miami, Fl

ARTICLE X.  
by-laws

The Shareholders of the Board of Directors shall adopt by-laws for the Corporation. The by-laws may be amended, altered or repealed by the Shareholder or Directors in any manner permitted by the by-laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

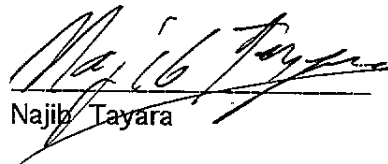
ARTICLE XI.  
Amendment

These Articles of Incorporation may be amended by the Corporation in any manner now or hereafter provided for by law.

ARTICLE XII.  
Indemnification

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 19 day of MARCH, 2001.

  
Najib Tayara

STATE OF FLORIDA

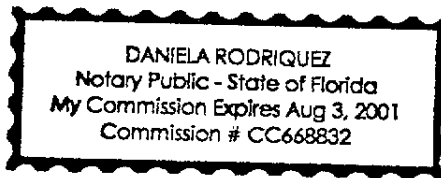
COUNTY OF DADE

I HEREBY CERTIFY that on this 19 day of March, 2001  
personally appeared before me, the undersigned authority, Najib Tayara personally known to  
me.

Daniela Rodriguez  
Notary Public  
State of Florida

Daniela Rodriguez  
Print Name

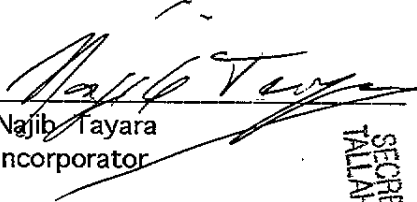
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE  
FOR  
VISTA TECHNOLOGY INTERNATIONAL, CORP.

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

VISTA TECHNOLOGY INTERNATIONAL, CORP. desiring to organize as a corporation under the laws of the State of Florida, has designated 444 Brickell Ave., Suite 51-462, Miami, Florida 33131, as its initial Registered Office and has named Mey Tayara located at said address as its initial Registered Agent.

By:   
Najib Tayara  
Incorporator

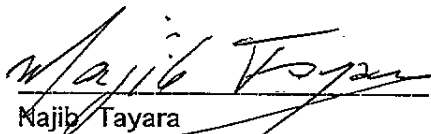
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 APR 30 AM 9:10

FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above stated Corporation, a the designated Registered Office, I hereby accept said appointment, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

  
Najib Tayara  
Registered Agent