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TRANSMITTAL LETTER

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

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-08/02/01--01044--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: V+V International Earth Resources, Inc.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check  
for \$ 78<sup>75</sup>.

FROM:

KPS  
Name (printed or typed)  
4290 10<sup>th</sup> Avenue North #103  
Address  
Jake Worth, Fl. 33461  
City, State, & Zip  
(561) 434-9111  
Telephone Number

FILED  
01 AUG -2 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

8-6-01  
WCC

**ARTICLES OF INCORPORATION**  
**OF**  
**V & V INTERNATIONAL EARTH RESOURCES, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this Corporation shall be **V & V INTERNATIONAL EARTH RESOURCES, INC.**

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

**ARTICLE III**

**GENERAL NATURE OF BUSINESS**

This corporation may engage in any activity of business permitted under the laws of the State of Florida; said corporation's primary purpose shall be in the field of sales at national and international levels of various products such as industrial, mineral, agricultural and others.

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock, as follows: hundred percent (50%) of the stock to be owned by the President and the other fifty percent (50%) by the Vice-President.

**ARTICLE V**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation is: 6014 Lelac Road, Boca Raton, Fl. 33496 with the privilege of having branch offices at other places within or without the State of Florida.

**ARTICLE VI**  
**OFFICERS AND DIRECTORS**

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

**Rosa Vasquez (President )** 6014 Lelac Road, Boca Raton, Fl. 33496  
Jorge Vera (Vice-President) Same address

**ARTICLE VII  
INCORPORATOR**

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

**Rosa Vasquez**  
6014 Lelac <sup>R</sup>oad  
Boca Raton, Fl. 33496

**ARTICLE VIII  
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the street address of the initial registered office of this Corporation is:

**Rosa Vasquez**  
6014 Lelac Road  
Boca Raton, Fl. 33496

**ARTICLE IX  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

**ARTICLE X  
AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 27th day of July, 2001

*Rosa Vasquez*

ROSAS VASQUEZ President

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared ROSA VASQUEZ, who after being first duly sworn, deposes and states, that she signed the foregoing Articles of Incorporation for the purposes stated therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 27<sup>th</sup> day of July, 2001.

*Silvia Keller*  
NOTARY PUBLIC

My commission expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT /REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **V & V INTERNATIONAL EARTH RESOURCES, INC..**

2. The name and address of the registered agent and office is:

**Rosa Vasquez**

6014 Lelac Road  
Boca Raton, Fl. 33496

I HAVE 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.

  
\_\_\_\_\_  
ROSA VASQUEZ REGISTERED AGENT

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