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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

700004546747--2  
-08/21/01--01034--002  
\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: VIP Group Florida Corporation

ENCLOSED IS AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION AND  
OUR CHECK FOR \$122.50.

FROM: PABLO J. SANTOS  
3501 WEST VINE STREET, STE. 281  
KISSIMMEE, FL 34741-4673

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01 AUG 21 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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New  
8/21/01

**ARTICLES OF INCORPORATION  
OF  
VIP Group Florida Corporation**

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS, THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I NAME**

THE NAME OF THE CORPORATION SHALL BE:

VIP Group Florida Corporation

**ARTICLE II PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

14410 Grassy Cove Cr  
Orlando, FL 32824

**ARTICLE III CAPITAL STOCKS**

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 1000 SHARES OF ONE (\$1.00) DOLLAR PAR VALUE COMMON STOCKS, WHICH SHALL BE DESIGNED "COMMON SHARES."

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

Jose J. Setien  
14410 Grassy Cove Cr.  
Orlando, Florida 32824

**ARTICLE V PAYMENT OF STOCKS**

THE WHOLE OR ANY PART OF THE COMMON STOCK SHALL BE PAYABLE EITHER IN LAWFUL MONEY OF THE UNITED STATE OR IN PROPERTY LABOR OR SERVICES INsofar AS PERMITTED FROM TIME TO TIME BY THE LAWS OF THE STATE OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

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**ARTICLE VI INITIAL BOARD OF DIRECTORS**

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION ARE TWO (2). THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME IN THE MANNER PROVIDED IN THE BY LAWS. THE NAMES AND ADDRESSES OF THE PERSON TO SERVE AS MEMBER OF THE INITIAL BOARD OF DIRECTOR ARE:

**Marian P. Setien**  
**President**  
**144 Grassy Cove Cr.**  
**Orlando, Florida 32824**

**Jose J. Setien**  
**Secretary and Treasurer**  
**144 Grassy Cove Cr.**  
**Orlando, Florida 32824**

**ARTICLE VII INCORPORATORS**

THE NAMES AND STREETS ADDRESSES OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION ARE:

**ARTICLE VIII EFFECTIVE DATE AND DURATION**

THE EFFECTIVE DATE ON WHICH THE CORPORATION EXISTENCE SHALL BEGIN IS AUGUST 17, 2001. THE DURATION OF THE CORPORATION IS PERPETUAL.

**ARTICLE IX PURPOSE**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 14th DAY OF AUGUST OF 2001.

Marian P. Setien  
[Signature]  
[Signature]

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATE OF FLORIDA.

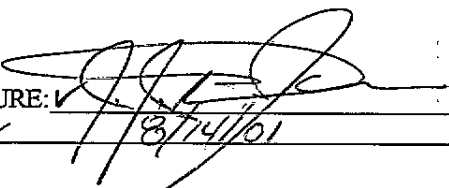
1. THE NAME OF THE CORPORATION IS: VIP Group Florida Corporation
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT OFFICE IS:

Jose J. Setien  
14410 Grassy Cove Cr.  
Orlando, Florida 32824

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.

SIGNATURE: ✓

DATE: ✓

  
8/14/01

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