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Philip Josephson, Esq.

6800 SouthWest 40th Street
Suite 168
Miami, Florida 33155

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA OVERNIGHT DELIVERY
September 5, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
(850) 487-6052

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*****87.50 *****87.50

Re: Incorporation of Vila & Marais Group Inc.

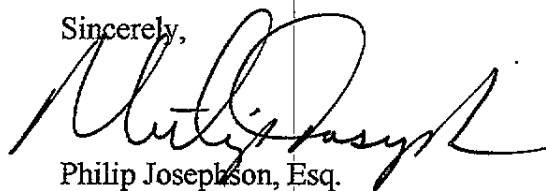
To Whom This Concerns:

My client would like to incorporate in the State of Florida. To accomplish this, please find the following documents enclosed:

1. Transmittal Letter
2. Articles of Incorporation for **Vila & Marais Group Inc.**
3. Check in the amount of \$87.50 for Filing Fee, Certified Copy and Certificate of Status.

I believe this is all the State needs for Incorporation. If you require additional information, please do not hesitate to contact me at your convenience.

Sincerely,



Philip Josephson, Esq.

G. BLALOCK SEP 13 2001

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

VILA & MARAIS GROUP INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

1135 South 21st Avenue
Hollywood, Florida 33020

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Property Management

ARTICLE IV SHARES

The number of shares of stock is:

One Thousand Shares of Common Stock

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

Manuel Davila
c/o 1135 South 21st Avenue
Hollywood, FL 33020

Philip Desmarais
c/o 1135 South 21st Avenue
Hollywood, FL 33020

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Manuel Davila
1135 South 21st Avenue
Hollywood, FL 33020

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Philip Josephson
6800 SW 40th Street
#168
Miami, FL 33155

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent

Signature/Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/5/01

Date

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Date