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A PROFESSIONAL ASSOCIATION

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REPLY TO: X

2450 S.W. 137TH AVENUE  
SUITE 226  
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15600 N.W. 11TH AVENUE  
CORAL GABLES, FLORIDA 33146

P020000023605

March 1, 2002

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey  
State of Florida, Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

600005041286--9  
-03/04/02--01094--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: VARDEL INTERNATIONAL, L.L.C., AND VARDEL INTERNATIONAL, INC.**

Dear Gretchen:

Enclosed please find the Articles of Organization of VARDEL INTERNATIONAL, INC. and the Articles of Incorporation of VARDEL INTERNATIONAL, INC..

We have also enclosed our check to cover the filing fees for the above-referenced entities.

Please process these documents as soon as possible and send me confirmation that the entities have been filed via fax at (305) 221-5321.

Should you require additional information, please do not hesitate to contact our offices.

Very truly yours,

Ivette Halphen Leon, Esq.

:IHL

Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P02-23605  
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**ARTICLES OF INCORPORATION**  
**OF**  
**VARDEL INTERNATIONAL, INC.**

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation shall be:

VARDEL INTERNATIONAL, INC.

**ARTICLE II**  
**TERM OF EXISTENCE**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**  
**NATURE OF BUSINESS AND POWERS**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

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

Section 1. The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

*Document Prepared By:*  
*Ivette Halphen Leon, Esq.*  
*Florida Bar No.: 981834*  
*Alayon & Associates, P.A.*  
*2450 S.W. 137th Avenue, Suite 226*  
*Miami, Florida 33175*  
*(305) 221-2110*

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TALLAHASSEE, FLORIDA

B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

**ARTICLE V**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&P REGISTERED AGENT, INC. ✓  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 226  
Miami, Florida 33175

**ARTICLE VI**  
**MAILING ADDRESS AND PRINCIPAL OFFICE**  
**OF THE CORPORATION**

The mailing address of the Corporation is the principal office of the Corporation of the date of execution of these Articles:

c/o Alayon & Associates, P.A.  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 221  
Miami, Florida 33175

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have three director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

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Angel Lupi Vale  
c/o Alayon & Associates, P.A.  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 221  
Miami, Florida 33175

Angel Lupi Sune  
c/o Alayon & Associates, P.A.  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 221  
Miami, Florida 33175

Rachel Grist  
c/o Alayon & Associates, P.A.  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 221  
Miami, Florida 33175

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator of the corporation is:

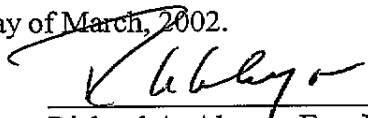
**RICHARD A. ALAYON, ESQ.**  
**2450 S.W. 137<sup>TH</sup> AVENUE**  
**SUITE 226**  
**MIAMI, FLORIDA 33175**

**ARTICLE XI**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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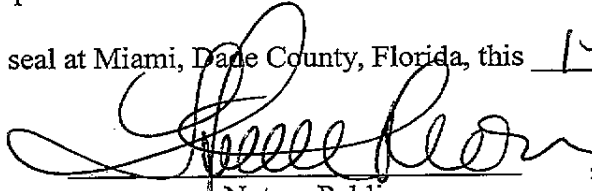
IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 1<sup>st</sup> day of March, 2002.

  
Richard A. Alayon, Esq. Incorporator

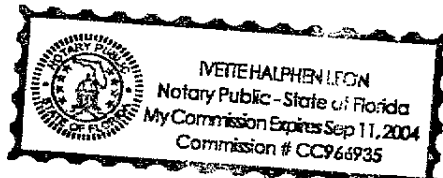
STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public, personally appeared RICHARD A. ALAYON, ESQ., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 1<sup>st</sup> day of March, 2002.

  
Notary Public  
State of Florida at Large

My Commission Expires:




**ACCEPTANCE BY REGISTERED AGENT**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been appointed the registered agent of VARDEL INTERNARIONAL, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 1<sup>st</sup> day of March, 2002.

  
Ivette Halphen Leon, President  
A&P Registered Agent, Inc.