

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FERNANDO JIMENO
Account Number : 074553003252
Phone : (305) 826-1711
Fax Number : (305) 826-1738

FLORIDA PROFIT CORPORATION OR P.A.
VC MANAGEMENT ENTERPRISES, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
VC MANAGEMENT ENTERPRISES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is:

VC MANAGEMENT ENTERPRISES, INC.

Its principal office and mailing address shall be located at:

15100 S.W. 180th Street

Miami, Florida 33187

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of five dollars (\$5.00) par value Common Stock, which shall be designated "COMMON SHARES"

Document prepared by: Fernando Jimeno 1140 W 50th St # 207-A
305-826-1711 Hialeah, FL 33012

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent of this corporation is:

Jose A. Velez
15100 SW 180th Street
Miami, FL 33187

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have Four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and addresses of the initial director(s) of the corporation are as follows:

Geovana Almonacid
6865 SW 17th Street
Miami, FL 33155

President

Yanira Evelyn Velez
15100 SW 180th Street
Miami, FL 33187

Vice President

Jose A. Velez
15100 SW 180th Street
Miami, FL 33187

Treasurer

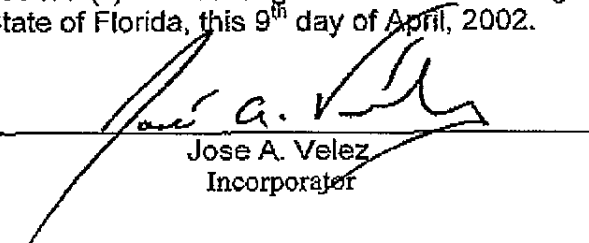
Marco A. Carrasco
6865 SW 17th Street
Miami, FL 33155

Secretary**ARTICLE VII - INCORPORATOR**

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

Jose A. Velez
15100 SW 180th Street
Miami, FL 33187

IN WITNESS WHEREOF, the undersigned subscriber(s) acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 9th day of April, 2002.



Jose A. Velez
Incorporator

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CERTIFICATE OF REGISTERED AGENT
OF
VC MANAGEMENT ENTERPRISES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

15100 SW 180th Street
Miami, Florida 33187

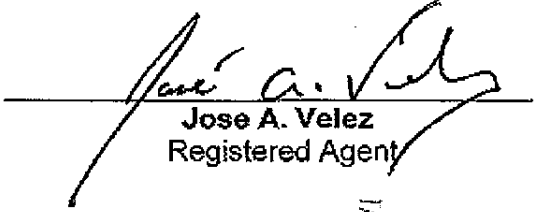
has name

Jose A. Velez

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Jose A. Velez
Registered Agent

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