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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**V.A.B.I. CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

01-29-03
T.B.

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ARTICLES OF INCORPORATION OF

V.A.B.I. CORP.

ARTICLE I - NAME

The name of this Corporation is: V.A.B.I. CORP.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) per value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase their prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - PRINCIPAL REGISTRATION OFFICE AND AGENT

The principal place of business and registered street address of the office of this corporation is: 412 SW 87 PLACE
MIAMI, FL 33174

The name of the initial Registered Agent of this corporation is: Bernardo Iglesias

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director (s) of this corporation is (are):

Bernardo Iglesias - Pres.

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LAZARUS CORPORATION

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ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is: Bernardor Iglesias
412 SW 87 Place
Miami, FL 33174

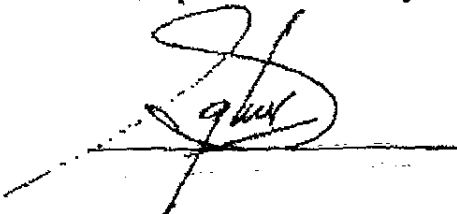
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of January 2003.

A handwritten signature in black ink, appearing to be "Bernardor", is written over a horizontal line. The signature is stylized with a large loop at the end.

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LAZARUS CORPORATION

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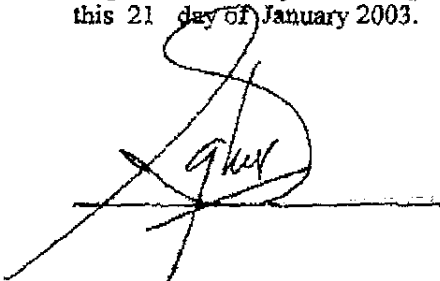
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That V.A.B.I. CORP., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade, State of Florida, has appointed Bernardo Iglesias as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of V.A.B.I. CORP. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 21 day of January 2003.

A handwritten signature, likely of Bernardo Iglesias, is written over a horizontal line. The signature is stylized and appears to be 'B. Iglesias'.

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