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From: Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
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FLORIDA PROFIT CORPORATION OR P.A.

~~ACE CORP.~~

VG & CLAYTON, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAY 15 AM 8:34

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 14, 2003

ACE INDUSTRIES, INC.

SUBJECT: G & C CORP.
REF: W03000013901

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H03-193967

Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1: Name of Corporation: **VG & CLAYTON, CORP.**

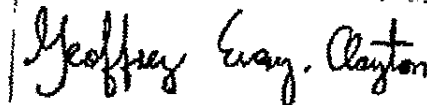
Address of Corporation: **20355 NE 34TH COURT #324
AVENTURA, FL. 33180**

Article 2: Capital Stock: The number of shares which the corporation has authorized to be outstanding at any one time is **100**, with a par value of **0**.

Article 3: REGISTERED AGENT: **GEOFFREY EVERY-CLAYTON**

REGISTERED OFFICE: **20355 NE 34TH COURT #324
AVENTURA, FL. 33180**

*I am familiar with and hereby accept the duties and responsibilities as Register Agent for said corporation.



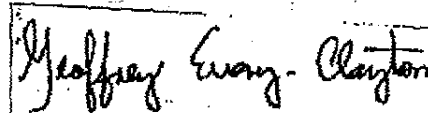
Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, Second is Vice President, then Secretary/Treasurer.

1. **GEOFFREY EVERY-CLAYTON, 20355 NE 34TH COURT 324, AVENTURA, FL 33180**
2. **VANESA GARCIA, 20355 NE 34TH COURT 324, AVENTURA, FL 33180**
- 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:
**GEOFFREY EVERY-CLAYTON
20355 NE 34TH COURT 324
AVENTURA, FL 33180**

In witness whereof, I have subscribed my name:



Signature of Incorporator

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