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| LAZARUS CORPORATE FILIN | G SERVICE | | |
| 3320 S.W. 87 AVENUE | | | |
| MIAMI, FLORIDA (305)552-5973 | | | |
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Examiner's Initials

CR2E031(9/92)

ARTICLES OF INCORPORATION OF

FILED

V & C USA CORPORATION

The Undersigned, acting as Incorporator of a corporation under the Florida general corporation act, adopts the following articles of in corporation:

3ECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I

The name and address of the corporation:

V & C USA CORPORATION 8330 BYRON AVENUE APT. #7 MIAMI BEACH, FL 33141

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

ARTICLE IV

The purpose(s) for which the corporation is organized is to engage in the transaction of any or all Lawful business for which the corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V

The aggregate number of shares, which the corporation shall have authority to issue, is one hundred (100) shares of capital stock at \$1 par value.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name(s) and addresses of the person(s) who are to serve as director(s) until the first annual meeting of shareholders or until the successors are elected and qualified are:

P/VP/S: SILVIA V CEPEDA 8330 BYRON AVENUE APT. #7 MIAMI BEACH, FL 33141

ARTICLE VII

The shares of Capital Stock of this corporation shall be issued to the following person(s):

Name Address Shares
SILVIA V CEPEDA 8330 BYRON AVENUE APT. #7 MIAMI BEACH, FL 33141 100%

ARTICLE VIII

The name and address of the incorporator and the address of the principal office is:

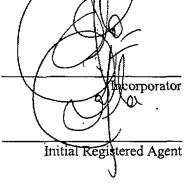
SILVIA V CEPEDA 8330 BYRON AVENUE APT. #7 MIAMI BEACH, FL 33141

ARTICLE IX

The name and address of the initial registered agent is:

SILVIA V CEPEDA 8330 BYRON AVENUE APT. #7 MIAMI BEACH, FL 33141

Dated: February 23rd, 2004



CERTIFICATE OF DESIGNATION - REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: V & C USA CORPORATION
- 2. The name and address of the registered office is:

V & C USA CORPORATION 8330 BYRON AVENUE APT. #7 MIAMI BEACH, FL 33141

Signatura

Title: INCORPORATOR Date: February 23rd, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FUTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607325, PLORIDA STATUTES.

Signature:

Title: Registered Agent\
Date: February 23rd, 2004

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SECRETARY OF STATE