

JUN 18 2004 10P CORP. ION S. C. CO. No. 649 P. 1
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Florida Department of State
Division of Corporations
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FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

VERNACULAR HOLDINGS, INC.

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CORPORATION SVC CO

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**ARTICLES OF INCORPORATION
FOR VERNACULAR HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the Corporation is VERNACULAR HOLDINGS, INC.

ARTICLE II: PRINCIPAL OFFICE

The mailing address and street address of the principal office of the company shall be:

Vernacular Holdings, Inc.
232 Andalusia Avenue, Suite 101
Coral Gables, FL 33134

ARTICLE III: PURPOSE AND POWERS

This Corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act. Vernacular Holdings, Inc., will operate as a purchasing company.

ARTICLE IV: CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock at no par value.

ARTICLE V: INITIAL BOARD OF DIRECTORS

This Corporation shall have (2) Directors initially. The number of Directors may be increased from time to time as provided in the By-laws of the Corporation. The manner in which the directors are to be elected or appointed is as stated in the By-laws of the Corporation. The names and addresses of the initial Directors of this Corporation are:

Ray Gabriel Rodriguez
232 Andalusia Avenue, Suite 101
Coral Gables, FL 33134

Cesar Molina
232 Andalusia Avenue, Suite 101
Coral Gables, FL 33134

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ARTICLE VI: REGISTERED AGENT

The name and street address of the registered agent of the Corporation in the State of Florida is:

Ray Gabriel Rodriguez
232 Andalusia Avenue, Suite 101
Coral Gables, FL 33134

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Ray Gabriel Rodriguez
232 Andalusia Avenue, Suite 101
Coral Gables, FL 33134

ARTICLE VIII: EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one or more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

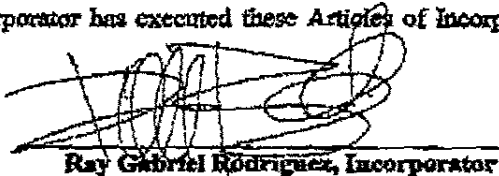
ARTICLE IX: INDEMNIFICATIONS

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

ARTICLE X: AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

WHEREAS, the undersigned Incorporator has executed these Articles of Incorporation on this 11th Day of June, 2004.



Ray Gabriel Rodriguez, Incorporator

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CORPORATION SVC CO

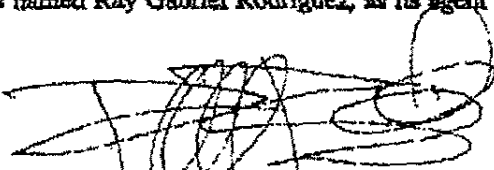
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CERTIFICATE OF REGISTERED AGENT

In compliance with Florida Statutes, Vernacular, Inc., ^{Holding?} desiring to organize or qualify under the laws of the State of Florida, has named Ray Gabriel Rodriguez, as its agent to accept service of process within Florida.

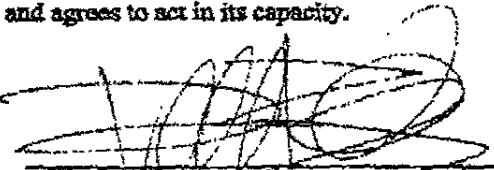
Dated this 11th day of June 2004.



Ray Gabriel Rodriguez, Incorporator

Having been named as registered agent to accept service of process for Vernacular, Inc., ^{Holding?} at the place designated in the Articles of Incorporation and certificate, I am familiar with and accept the appointment as registered agent and agrees to act in its capacity.

Dated this 11th day of June 2004.



Ray Gabriel Rodriguez

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