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2005 JAN -5 P 12:56  
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**LAZARUS CORPORATE FILING SERVICE**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

- 1. VIETHUY, INC.  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION**

**Victhuy, Inc.**

2005 JAN - 5 P 12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

This is to certify that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is:

**Victhuy, Inc.**

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be translated and carried on, are to do any and all of the things herein mentioned, fully and to the same extent as a natural person might or could do, viz:

- a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and /or personal property of every name money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection there with.
- b) To engage in and carry on any business or businesses every act or deed pertaining there to, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business in Florida or any other State in the United States or in any foreign country.

c) To do any and all things necessary, suitable, useful, proper or admissible for the admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, of corporations, either in the State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

d) That the main business of the corporation is as follows:

**Import & Export General Merchandise**

**ARTICLE III**

**CAPITAL STOCK**

The total amount of the authorized capital stock of the corporation shall be 3000 shares of common stock, at \$ 1.00 Par Value

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors, property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors.

**ARTICLE IV**

**AMOUNT OF CAPITAL TO BEGIN BUSINESS**

The amount of capital with which the corporation shall begin business shall be no less than THREE THOUSAND DOLLARS (\$3000.00)

**ARTICLE V**

**CORPORATION EXISTENCE**

The corporation shall have perpetual existence unless sooner dissolve, according to law.

**ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said Corporation shall be:

**10002 SW 141 Court, Miami, FL. 33186**

With the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS AND OFFICERS**

The Corporation shall have 2 director(s) initially, whose number may be increased or diminished by the by-laws from time to time but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors of this corporation, the PRESIDENT, SECRETARY, AND TREASURER who subject to the provisions of the Articles of Incorporation and the by-laws and General Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
Thuy Minh Thi Nguyen	President	10002 SW 141 Court Miami, FL. 33186
Prakash Valechha	Treasurer, Secretary	10002 SW 141 Court Miami, FL. 33186

**ARTICLE VIII**

**INCORPORATORS:**

The name and address of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Thuy Minh Thi Nguyen	10002 SW 141 Court Miami, FL. 33186
Prakash Valechha	10002 SW 141 Court Miami, FL. 33186

**ARTICLE IX**

**BY-LAWS**

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

**ARTICLE X**

**NAME AND ADDRESS OF SUBSCRIBERS  
AND NUMBER OF SHARES**

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite to their names:

<u>NAME</u>	<u>ADDRESS</u>	
Thuy Minh Thi Nguyen	10002 SW 141 Court Miami, FL. 33186	1530 shares
Prakash Valechha	10002 SW 141 Court Miami, FL. 33186	1470 shares

**ARTICLE XI**

**AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

**ARTICLE XII**

**REGISTERED OFFICE AND REGISTERED AGENT**

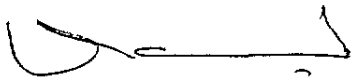
This corporation designates as Registered offices:

**10002 SW 141 Court, Miami, FL. 33186**

This corporation designates as Registered agent

Prakash Valechha

**IN WITNESS WHEREOF**, We, the undersigned, being all the original subscribers to THE capital stock here in before named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, to make, subscribe, acknowledge, and file their Articles, hereby declaring and certifying that the facts herein stated are true, and to respectively agree to take the number of shares of stock here in before set forth, and accordingly, have hereunto set our hands and seals this 4th Day of January 2005.



(SEAL)

Prakash Valechha



(SEAL)

Thuy Minh Thi Nguyen

STATE OF FLORIDA )

: SS

COUNTY OF MIAMI-DADE )


**BEFORE ME**, the undersigned authorities, qualified to take acknowledgments and administer oaths, personally appeared:

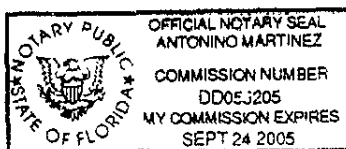
Prakash Valechha & Thuy Minh Thi Nguyen

To me well known, and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to laws, they made and subscribed the same for the used and purposes therein expressed and set forth.

**WITNESS** my hand and official seal a Miami, Miami-Dade County, Florida, this

4th Day of January 2005

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is  
submitted, in compliance with said Act:

**FIRST** That, Victhuy, Inc., desiring to organize under the  
laws of the State of FLORIDA with its principal office, as indicated in the articles of  
incorporation at City of Miami County of MIAMI-DADE State of FLORIDA has named  
Prakash Valechha located at: 10002 SW 141 Court, Miami, FL. 33186, County of  
MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:** (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY



Prakash Valechha

SECRET  
TALLAHASSEE FLORIDA

2005 JAN -5 P 12: 56

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