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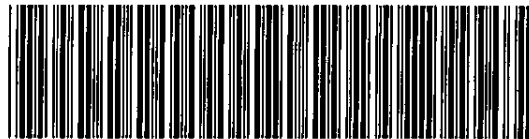
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TALLAHASSEE, FLORIDA

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SA

**PROFESSIONAL ACCOUNTING SOLUTIONS, INC.**  
**ACCOUNTING & TAX SERVICES**

CROSS ROADS ONE CENTER  
8201 PETERS ROAD, SUITE 1000  
PLANTATION, FL 33324

TELEPHONE: 954-530-3500  
FACSIMILE: 954-530-3502

March 5<sup>th</sup>, 2007

Department of State  
Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION – VERA & HERNANDEZ, INC

Dear Sir/Madam:

Enclosed herewith are one (1) original and once (1) copy of the Articles of Incorporation for Vera & Hernandez, Inc., for filing in the records of the State of Florida. I am also enclosing payment in the amount of \$78.75 for the filing fee.

Please return a copy of the Articles of Incorporation to this office after the original has been filed in the records of the State of Florida.

Thank you for your prompt attention to and cooperation in this matter. Should you have any questions or need further information, please do not hesitate to contact this office.

Very truly yours,



Mirtha M Casimiro

MMC  
Enclosures

# *ARTICLES OF INCORPORATION*

OF

## **VERA & HERNANDEZ, INC.**

The undersigned incorporator, for the purpose of forming a Florida profit corporation and pursuant to the provisions of Chapter 607, Florida Statutes, hereby adopts the following articles of incorporation:

### ARTICLE I

#### Name of Corporation

The name of this corporation is VERA & HERNANDEZ, INC., (hereinafter, "Corporation").

### ARTICLE II

#### Corporate Existence

This Corporation shall have perpetual existence.

### ARTICLE III

#### Purpose of Business

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of the State of Florida.

### ARTICLE IV

#### Principal Office

The address of the initial principal office of this Corporation is 875 80<sup>TH</sup> Street, #4, Miami Beach, Florida 33141.

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## ARTICLE V

### Registered Office

The initial address of registered office of the Corporation is Professional Accounting Solutions, Inc., located at 8201 Peters Road, Suite 1000. Plantation, Florida 33324. The Board of Directors may from time to time move the registered office to any other address in Florida.

## ARTICLE VI

### Registered Agent

The initial registered agent of the Corporation for accepting service process pursuant to applicable Florida Statutes, shall be:

Professional Accounting Solutions, Inc.  
8201 Peters Road, Suite 1000  
Plantation, Florida 33324

## ARTICLE VII

### Initial Director and Officer

This corporation shall have not less than one director. The business of the Corporation shall be managed by a Board of Directors. There shall be one (1) director initially. The number of directors of this Corporation may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

Name:

Title:

Address:

Jose Hernandez

President/Treasurer

875 80<sup>th</sup> Street, #4  
Miami Beach, Florida 33141

## ARTICLE VIII

### Capital Stock

The maximum number of shares of stock in this Corporation which it is authorized to have outstanding at any one time is One Hundred (100) shares of Common Stock at One & 00/100 (\$1.00) Dollar par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

## ARTICLE IX

### Incorporator

The name and address of the incorporator is as follows:

Jose Hernandez  
875 80<sup>th</sup> Street, # 4  
Miami Beach, Florida 33141

## ARTICLE X

### Director's Liabilities and Rights

No contract, act or transaction of this Corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this Corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporations, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any other firm, association or corporation in which he may anyway be interested. Any director of this Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

## ARTICLE XI

### Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, to the fullest extent permitted by the provisions of such law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this Corporation upon authorizations of the Managing Shareholder)) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlements of such proceedings, as to actions in their official capacity as officers, directors, employees, or other agents of the Corporations or its subsidiaries or affiliates. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors, officer, employee or agent, and shall continue as to a person who has ceased to be a director, officer, employee or agents, and shall inure to the benefit of heirs and personal and other legal representatives of such a person.

Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

## ARTICLE XII

### Amendment

This Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.


IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of March, 2007.

  
\_\_\_\_\_  
JOSE HERNANDEZ, Incorporator

STATE OF FLORIDA       )  
                                      ) SS  
COUNTY OF BROWARD   )

BEFORE ME, the undersigned authority, this day personally appeared JOSE HERNANDEZ, who is personally known to me and who executed the foregoing Articles of Incorporation and acknowledged before me that same was executed for the uses and purposes therein expressed.


WITNESS my hand and official seal this 5<sup>th</sup> day of March, 2007.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
My commission expires: 5/26/2008  
Mirtha M. Casimiro  
Commission #DD323829  
Expires: May 26, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above named corporation, at the Registered Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the obligations of that position and agree to comply with all legal requirements relative thereto.

Professional Accounting Solutions, Inc.

By:   
MIRTHA M CASIMIRO  
President

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TALLAHASSEE, FLORIDA