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FLORIDA PROFIT/NON PROFIT CORPORATION

VGM USA INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.
VGM USA INC.

ARTICLE I NAME

The name of the corporation shall be: **VGM USA INC.**
The principal place of business of this corporation shall be: 10750 NW 66 Street, #408,
Doral, FL 33178

The mailing address of this corporation shall be:

10750 NW 66 Street, #408, Doral, FL 33178

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock that the Corporation shall have the authority to issue is 1,000 shares of common stock, which shall be without par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually. Effective date of this corporation is to be January 1, 2008.

ARTICLE V OFFICERS DIRECTORS

The name(s) and Street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

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PRESIDENT, SECRETARY, TREASURER and DIRECTOR: VIVIAN GLEICH
10750 NW 66 Street, #408, Doral, FL 33178

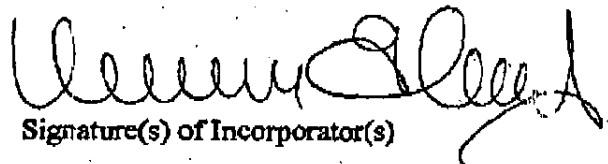
VICE-PRESIDENT, SECRETARY, and DIRECTOR: FEDERICO ALBERTO CASILLAS
10750 NW 66 Street, #408, Doral, FL 33178

ARTICLE VI INCORPORATOR(S)

The name(s) and Street address (es) of the incorporator(s) to these articles of incorporation is (are):

VIVIAN GLEICH
10750 NW 66 Street, #408, Doral, FL 33178

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation today November 16, 2007.


Signature(s) of Incorporator(s)

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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.

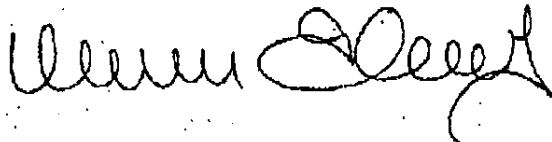
1. The name of the corporation:

VGM USA INC.

2. The name and address of the registered agent and office is:

VIVIAN GLEICH
10750 NW 66 Street, #408, Doral, FL 33178

SIGNATURE-



TITLE: REGISTERED AGENT

DATE: November 16, 2007

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



SIGNATURE

DATE: November 16, 2007