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FLORIDA PROFIT/NON PROFIT CORPORATION

VIPS OF AMERICA, INC.

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May 4, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations
EXPRESS CORPORATE FILING SERVICE INC.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L02000016534--VIP AMERICA, L.L.C..

You must list at least one incorporator with a complete business street address.

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Ruby Dunlap
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FAX Aud. #: H09000111562
Letter Number: 209A00014918

P.O. BOX 6327--Tallahassee, Florida 32314

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**CERTIFICATE OF INCORPORATION
OF
VIPS OF AMERICA GROUP, INC.**

VALLET, INSURANCE, PARK AND SERVICE

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights privileges immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

VIPS OF AMERICA GROUP, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

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ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00)

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 1441 NE 15 AVE -FORT LAUDERDALE , FL 33304 The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is: 1441 NE 15 AVE - FORT LAUDERDALE, FL 33304 registered agent at the address is: AMARILDO GONCALVES PERES

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one or more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

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ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

AMARILDO GONCALVES PERES
PRESIDENT

1441 NE 15 AVE
FORT LAUDERDALE, FL 33304

ARTICLE X

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, WE THE INCORPORATORS HEREUNTO SET OUR HANDS AND SEALS, THIS 28 OF APRIL OF 2009


AMARILDO GONCALVES PERES
INCORPORATOR

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO
PROCESS MAY BE SERVED.**

Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation is **VIPS OF AMERICA GROUP, INC.** Desiring to organize or qualify under the laws of the State of Florida, with principal place of business at city of Miami, State of Florida has named: **AMARILDO GONCALVES PERES** located at **1441 NE 15 AVE - FORT LAUDERDALE, FL 33304** agent to accept process in State of Florida County of **BROWARD**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


AMARILDO GONCALVES PERES
REGISTERED AGENT

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