

P95000014107

February 15, 1995

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

300001409433
-02/17/95--01098--005
****131.25 ****131.25

Subject: Articles of Incorporation
VPC Productions, Inc.

Enclosed, is an original and one (1) copy of the articles of incorporation and a check for the amount of \$ 131.25, with reference to the filing fee, certified copy and certificate.

dB 2/20/95-

From: Syrlena Verotti Ferreira
949 Riverside Drive, 426
Coral Springs, FL 33071
(305) 346-2608

FILED
1995 FEB 17 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VPC PRODUCTIONS, INC.

FILED
1995 FEB 17 PM 2:00
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **VPC PRODUCTIONS, INC.**

ARTICLE II
PURPOSE/ NATURE OF BUSINESS

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

ARTICLE III
TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

SYRLENA VEROTTI FERREIRA
949 Riverside Drive, suite 426
Coral Springs, FL 33071

ARTICLE V
PRINCIPAL OFFICE/ MAILING ADDRESS

The initial place of business of this corporation in the State of Florida shall be at:

949 Riverside Drive, suite 426
Coral Springs, FL 33071

and the mailing address of this corporation shall be:

P.O. Box 771115
Coral Springs, FL 33077

The Board of Directors may, from time to time move the principal office to any other address.

ARTICLE VI
REGISTERED AGENT

The name and address of the initial registered agent is:

SYRLENA VEROTTI FERREIRA
949 Riverside Drive, suite 426
Coral Springs, FL 33071

ARTICLE VII
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than One Hundred (\$100.00) dollars.

ARTICLE VIII
DIRECTORS

This corporation shall have not less than one director as set forth in by the by-laws.

The specific areas of responsibility will be assigned to the directors at the organizational meeting of the corporation. The names and addresses of the first members of the Board of Directors of this corporation who, subject to the provisions of these Articles of Incorporation, the by-laws and the laws of the State of Florida, shall hold office for the first year or until their successors have been elected and duly qualified, are:

UASSYR VEROTTI FERREIRA
Rua Cardoso de Almeida, 542/42
Sao Paulo, SP, Brasil

SYRLENA VEROTTI FERREIRA
949 Riverside Drive, suite 426
Coral Springs, FL 33071

ARTICLE IX
CAPITAL STOCK

The maximum number of shares, with one dollar (\$1.00) par value, that this corporation is to have outstanding at any one time is one thousand (1,000) shares, as follows:

VENCEDORES POR CRISTO S/C	600 shares
Rua Professor Jose Marques da Cruz, 365	
Sao Paulo, SP, Brasil	

UASSYR VEROTTI FERREIRA	350 shares
Rua Cardoso de Almeida, 542/42	
Sao Paulo, SP, Brasil	

SYRLENA VEROTTI FERREIRA	50 shares
949 Riverside Drive, 426	
Coral Springs, FL 33071	

The capital stock of this corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Provision of 1958. All of the stocks and securities in lien of cash or at a just valuation to be determined by the board of directors of this corporation.

ARTICLE X
LIMITATIONS OF CORPORATE STOCK

No shareholder of this corporation may sell or transfer stock, except to another individual who is eligible to be a stockholder in the corporation, and such sale or transfer may be made only after same have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock.

the stockholders voting at such meeting shall have the first option to purchase the shares from the selling stockholders.

The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XI
INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, other than the stock book, or any of them shall be open to inspection of shareholders, and no shareholder shall have the right of inspection of any account, book or documents of this corporation, except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

ARTICLE XIII
AMENDMENTS

These articles of incorporation may be amended in the manner provided in the by-laws. Every amendment shall be approved by the board of directors, proposed by them to the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

I, the undersigned, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge having filed this certificate, declaring that the facts herein stated are true, and to respectively agree to abide by the articles as herein stated.

Subscribed at Coral Springs, Broward County, Florida, this 15th day of February, 1995.

Syrlena Verotti Ferreira

SYRLENA VEROTTI FERREIRA

STATE OF FLORIDA]
] SS.
COUNTY OF BROWARD]

Before me, the undersigned authority, this day personally appeared SYRLENA VEROTTI FERREIRA to me known to be the individual described in and who executed the foregoing Articles of Incorporation and that acknowledge before me that he signed and executed same for the purposes therein set forth.

WITNESS my hand and official seal at Coral Springs, Broward County, Florida, this 15th day of February, 1995.

Maxine H. Merlin

Notary Public, State of Florida

My commission expires: Nov. 13, 1998



FILED

1995 FEB 17 PM 2:00

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, 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 is **VPC PRODUCTIONS, INC.**
2. The name and address of the registered agent and office is: **SYRLENA VEROTTI FERREIRA**
949 Riverside Drive, suite 426
Coral Springs, FL 33071

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.

Syrlena Verotti Ferreira

SYRLENA VEROTTI FERREIRA

February 15, 1995

DATE