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TO DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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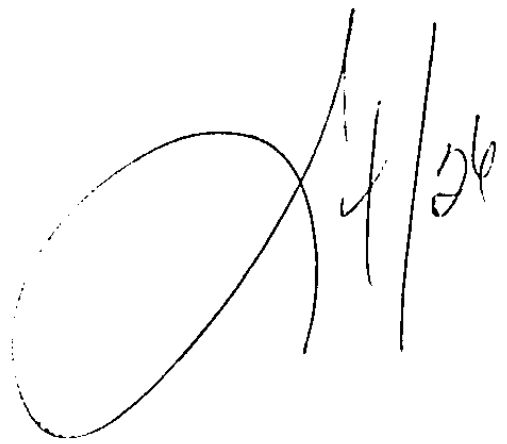
(((H95000004654))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VOGELAUER INC.
FAX AUDIT NUMBER: H95000004654
DATE REQUESTED: 04/25/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 7
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:40:58
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072460003255

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**ARTICLES OF INCORPORATION
OF
VOGELAUER INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We, the undersigned, heraby associate together for the purpose of becoming a corporation under the laws of Florida by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profits.

ARTICLE I

The name of this corporation shall be:

VOGELAUER, INC.

Its business shall be carried on in Dade County, and such other points or places in the State of Florida and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors. Its principal office shall be at: 149 NE 21 Street, Miami, FL 33137.

ARTICLE II

The general nature of the businesses to be transacted is as follows:

SECTION I: To engage in the business of transacting any lawful business.

SECTION II: To engage in any business and to execute any or all the powers authorized and permitted by virtue of the Corporate Law of the State of Florida. This

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corporation shall have all the general powers, but no recitation, expressions, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be (60) shares at (NO PAR) par value.

ARTICLE IV

The minimum capital requirements of this corporation shall be that which is required by Florida law.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this corporation shall be located in Dade County, Florida, and it may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

ARTICLE VII

The business of this corporation shall be conducted

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by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-laws of this corporation.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this Corporation who shall hold office until the organization meeting of this corporation and until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Guillermo Rico Pres./Dir.	149 NE 21 Street Miami, FL 33137
Herbert Frauwallner V.Pres./Secret.	149 NE 21 Street Miami, FL 33137

ARTICLE IX

The names and post office addresses of each subscriber to these Articles of Incorporation and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>
Guillermo Rico 149 NE 21 Street Miami, FL 33137	30
Herbert Frauwallner 149 NE 21 Street Miami, FL 33137	30

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ARTICLE X


The street address of the initial registered agent and the name of the resident agent of this corporation is: Guillermo Rico, 149 NE 21 Street, Miami, FL 33137.

ARTICLE XI

The provisions of this Charter, and each and every article and section hereof, and the By-laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25 day of April, A.D., 1995.



Guillermo Rico.


Herbert Trauwallner.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OR 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:

That _____ desiring to organize under
the laws of the state of Florida with its principal office as
indicated in the Articles of Incorporation at Dade County,
Florida, has named as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to 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 provision of said Act relative
to keeping open said office.

By: _____

 Guillermo Risco

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STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, personally
appeared Guillermo Nico and
Herbert Frauwallner to be well known to be the
person described in and he executed and subscribed to the
forgoing Articles of Incorporation and he acknowledged before
me that she executed the same and subscribed to the same for
the purposes therein expressed.

WITNESS my hand and official seal at said State and
Dade County, this 25 day of April, A.D., 1995.

JOSEPH A. CHAMBROT
Notary Public, State of Florida
My Comm. Expires Jan 4, 1998
No. CC 883087
Bonds Trust Official Notary Service

NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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My Commission Expires: _____