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444 BRICKELL AVENUE  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 378-1133

May 1, 1995

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\*\*\*122.50 \*\*\*122.50

State of Florida  
Department of Corporations  
Tallahassee, Florida

Dear Sir:

Enclosed please find Articles of Incorporation for Varnet International, Inc. together with a check in the amount of \$122.50 to cover filing fees. Please return certified copy of Articles to the undersigned. Thank you.

Very truly yours,



GLADYS R. NAVARRO

GRN:mos  
Enc.

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
VARNET INTERNATIONAL, INC.

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be VARNET INTERNATIONAL, INC., and the initial address of this corporation shall be 4201 Palm Avenue, Hialeah, Florida 33012.

ARTICLE II

This corporation may engage in any business or activity permitted by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$0.01	common

The consideration for all the said stock shall be payable in cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter.

ARTICLE V

The initial registered office of this corporation shall be at 4201 Palm Avenue, Hialeah, Florida 33012, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Vivian Moya.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time

unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The name and address of the initial director of this corporation who shall hold office for the year or until his successors are duly elected and qualified shall be:

Vivian Moya  
4201 Palm Avenue  
Hialeah, Florida 33012

#### ARTICLE VIII

The name and address of the incorporator is Gladys R. Navarro Esq., Rivergate Plaza, Suite 1028, 444 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if here were not such director or officer of such corporation, or not so interested.

#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are

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true, and herunto set my hand and seal this 2ND day of MAY, 1995.

Gladys R. Navarro  
Gladys R. Navarro  
Incorporator

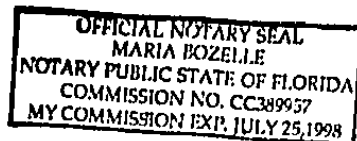
STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

Before me, the undersigned authority, personally appeared GLADYS R. NAVARRO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that she executed the same for the purposes therein expressed.

Witness my hand and official seal in the State and County aforesaid, this 2 day of May, 1995.

Maria Bozelle  
Notary Public  
State of Florida at Large

My Commission Expires:



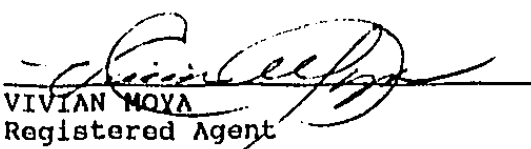
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is  
submitted:

First: That VARNET INTERNATIONAL, INC. desiring to organize  
under the laws of the State of Florida, has named VIVIAN MOYA, 4201  
Palm Avenue, Hialeah, Florida 33012, as its statutory Registered  
Agent.

Having been named the statutory Registered Agent, of the above  
corporation at the place designated in this capacity, and agree to  
comply with the provisions of Florida law relative to keeping the  
registered office open, and I accept the obligations of Section  
607.0505 Florida Statutes.

  
VIVIAN MOYA  
Registered Agent

Dated: this      day of April 1995

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