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(SAMPLE LETTER TRANSMITTAL)

Date

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

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06/01/95-01053-012
****122.50 ****122.50

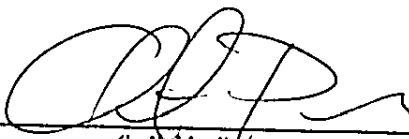
Re: V - P PRODUCTIONS Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

y 
(individual's name)

ANTONIO R. PEREZ
VICE-PRESIDENT

V - P PRODUCTIONS INC.
(name of corporation)

SDC

MAILING ADDRESS OF CORPORATION		
2025 N. W 8TH TERR.		
MIAMI - FLA - 33125		
PHONE		
(305)	643-9727	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

V-P PRODUCTIONS INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

V-P PRODUCTIONS INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>ANTONIO R. PEREZ</u>		
ADDRESS	<u>2025 N.W. 8TH TERRACE</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33125</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>V-P PRODUCTIONS INC.</u>		
ADDRESS	<u>2025 N.W. 8TH TERRACE</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33125</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>MR MINH VU</u> <u>PRESIDENT</u>		
ADDRESS	<u>523 DOUGLAS AVE.</u>		
CITY	<u>ALTAMONTE SP.</u>	STATE <u>FLORIDA</u>	ZIP <u>32714</u>
NAME	<u>MR ANTONIO R. PEREZ</u> <u>V-PRES.</u>		
ADDRESS	<u>2025 N.W. 8TH TERRACE</u>		
CITY	<u>MIAMI</u>	STATE <u>FLORIDA</u>	ZIP <u>33125</u>
NAME			
ADDRESS			
CITY	<u>MIAMI</u>	STATE <u>FLORIDA</u>	ZIP <u>33125</u>

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MR ALAN MO	STATE	FLORIDA	ZIP	32714
ADDRESS	523 DOUGLAS AVE.				
CITY	ALTA MONTE				
NAME	MR ANTONIO R PEREZ	STATE	FLORIDA	ZIP	33125
ADDRESS	2025 N. W. 8TH TERR.				
CITY	MIAMI	STATE	FLORIDA	ZIP	33125
NAME	MR ANTONIO E PEREZ	STATE	FLORIDA	ZIP	33125
ADDRESS	2025 N. W. 8TH TERR.				
CITY	MIAMI	STATE	FLORIDA	ZIP	33125

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 30
day of May, 1995.

MR. JAMES W. WOOD (Seal)
 MR. ANTONIO R. PEREZ (Seal)
 (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

V-T PRODUCTIONS INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2025 N. W. 8TH TERRACE
MIAMI - FLA 33125-3507

has named MR. ANTONIO R. PEREZ
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

X MR. ANTONIO R. PEREZ
(registered agent)