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June 5, 1995

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T. 7523

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314

RE: V. F. CONNECTION, CORP.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above referenced new corporation, together with a check in the amount of \$70.00. Please file said Articles of Incorporation.

Please call me if you have any questions.

Very truly yours,

RICHARD W. WASSERMAN

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ARTICLES OF INCORPORATION

OF

V. F. CONNECTION, CORP.

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CORPORATE NAME

The name of the Corporation is:

V. F. CONNECTION, CORP.

II

TERM OF EXISTENCE

This Corporation will exist perpetually, unless sooner dissolved according to law, commencing on the date and time of filing of these Articles of Incorporation by the Department of State, unless otherwise stated herein.

III

PURPOSE AND POWERS

This Corporation is organized for the purpose of engaging or transacting any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

<u>IV</u>

CAPITAL STOCK

This Corporation is authorized to issue Five Hundred (500) shares of common stock, having a par value of One Dollar (\$1.00) per share.

INITIAL_REGISTERED_OFFICE_AND_AGENT

The initial address of the Corporation is:

9490 Harding Avenue Surfside, Florida 33156

The name and address of the initial Registered Agent is:

Richard W. Wasserman, Esquire 420 Lincoln Road Suite 256 Miami Beach, Florida 33139

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INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Officer and one (1) Director initially. The number of Directors of this Corporation shall be a minimum of one (1), but may be increased from time to time as provided in the By-Laws. The name and address of the initial Officer and Director who shall hold office for the first year of the term of the Corporation, or until their successor is elected or appointed are:

President/Secretary:

Vice President/Director:

ALBERT KARAGUILLA 9490 Harding Avenue Surfside, Florida 33156 VLADIMIR FRANCO DE OLIVEIRA Rua Orestes Pucci 32 5 andar 13970 Itapira, S.P. Brazil

VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Richard W. Wasserman, Esquire 420 Lincoln Road Suite 256 Miami Beach, Florida 33139

IIIV

EXECUTIVE COMMITTEE

The Board of Directors may, by Resolution, designate one or more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors. The Board of Directors may, by Resolution, discontinue the Executive Committee, or change the members thereof at any time.

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AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any rights conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 5 // day of Hay, 1995.

RICHARD W WASSEDMAN

STATE OF FLORIDA)
COUNTY OF DADE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County last aforesaid, personally

appeared RICHARD W. WASSERMAN, who (is personally known to me) or (who has presented _______ as identification), known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this $\frac{51}{4}$ day of May, 1995.

NOTARY PUBLIC

Printed name: His Swarn

My Commission Expires:

ARTHUR N. SHEPPARD
MY COMMISSION # CC 243810
EDPIRES: December 29, 1998
Conded Thru Notary Public Underwitters

ACCEPTANCE OF

DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the Corporation known as $\mbox{ V. F. CONNECTION, CORP.}$

at the place designated in the Certificate included in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

DATED this day of Constant

RICHARD W. WASSERMAN as Registered Agent

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE FL 32314

Dear Sirs,

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re: V.F. CONNECTION CORP P95000045978

Enclosed, please find, Articles of Dissolution for the above, duly signed by the Principal, Mr. Vladimir Franco de Oliveira.

Also enclosed, please find a check for \$87.50 covering the Filing Fee and one Certified Copy.

Very Truly Yours,

Athos Gontijo

519 Bast 81 Street # 3C/3D

New York NY 10028-2508

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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution: FIRST: The name of the corporation is V. P. CONNECTION COSP. SECOND: The articles of incorporation were filed on JUNE 8, 1995 DOC-No. P95000045978 THIRD: (CHECK ONE) None of the corporation's shares have been issued. The corporation has not commenced business. FOURTE: No debt of the corporation remains unpaid. The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued. SIXTH: Adoption of Dissolution (CHECK ONE) A majority of the incorporators authorized the dissolution. A majority of the directors authorized the dissolution. Signed this _____ loth day of __19 **9**6 Signature (By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors) VLADIMIR FRANCO DE OLIVEIRA (Typed or printed name) - PRESIDENT -(Title)