

RICHARDS

• PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GRAND HAY PLAZA

2065 SOUTH BATHINGORE DRIVE

PAGE TWO

MIAMI FLORIDA 33133

TELEPHONE 305 851 4900

$$^{\circ} \text{C} \text{ (TCSF)} = 29.41^{\circ} \text{C} + 0.148^{\circ} \text{C} \text{ (TCSF)}^2 + 0.0007^{\circ} \text{C} \text{ (TCSF)}^3$$

CARACAS OFFICE
TORRE LAS MERCEDES
2ND FLOOR
CIUDAD CARACAS
VENEZUELA
TEL 582 62 86 88
FAX 582 62 66 10

OF COUNSEL
MILNE & POLANSKY

August 3, 1995

VIA FEDERAL EXPRESS #3307027765

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

4100011 9.5.5. 35.4

[illegible]

◆◆◆◆122.50 ◆◆◆◆122.50

Re: Vicar, Hill & Co.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for the above-referenced corporation.

Also enclosed is check number 1413 in the amount of \$122.50 for filing of these Articles of Incorporation and certified copies to be sent to this office once the documents have been filed.

Thank you for your anticipated cooperation in this matter.

Sincerely,

E. M. Moore

Cynthia L. Moore

Secretary for Timothy D. Richards

TDR/clm
Enclosures

c:nehantk.mik@cut.ac.jp

D. BROWN AUG - 9 1995

ARTICLES OF INCORPORATION
OF
VICAR, HILL & CO.

ARTICLE I
NAME

The name of the corporation is VICAR, HILL & CO.

ARTICLE II
ADDRESS

The address of the principal office is 7559 NW 70th. Street, Miami, Florida 33166, and the mailing address of the corporation is 7559 NW 70th. Street, Miami, Florida 33166.

ARTICLE III
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI
CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VII
INCORPORATOR**

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

Mark R. Richards
7559 NW 70th Street
Miami, Florida 33166

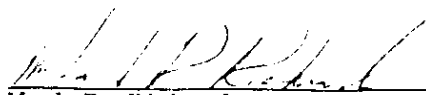
**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

Mark R. Richards
7559 NW 70th Street
Miami, Florida 33166

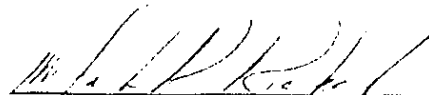
I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 8 day of AUGUST, 1995.



Mark R. Richards
Registered Agent

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 8 day of AUGUST, 1995.



Mark R. Richards, Incorporator