

# TRANSMITTAL LETTER

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JAN 17 1996

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
VGM WORLDWIDE CORP.

FILED  
JAN 12 PM 2:15  
TALLAHASSEE, FLORIDA

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

VGM WORLDWIDE CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9999 Summerbreeze Dr. Apt. 403

Sunrise, Fl. 33322

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

One hundred (100) Shares, Ten (\$ 10.00) Dollars par value.

ARTICLE IV

The amount of stated capital with which this corporation will begin business is not less than One Thousand Dollars and 00/100 (\$ 1,000.00)

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

GUILLERMO A MACHADO	9999 Summerbreeze Dr. Apt. 403 Sunrise, Fl. 33322
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ARTICLE VI

INCORPORATORS

The names and street addressess of the incorporators to these Articles of Incorporation are:

ROSA ELENA GANOZA PRES	9999 Summerbreeze Dr. Apt. 403 Sunrise, Fl. 33322
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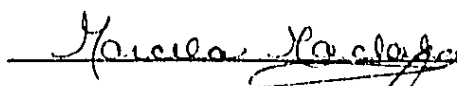
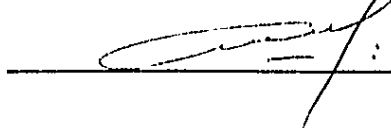

MARCELA MACHADO VICE PRES	9999 Summerbreeze Dr. Apt. 403 Sunrise, Fl. 33322
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AUGUSTO GANOZA TREASUR	9999 Summerbreeze Dr. Apt. 403 Sunrise, Fl. 33322
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GUILLERMO A MACHADO SECR

9999 Summerbreeze Dr. Apt. 403  
Sunrise, Fl. 33322

The undersigned incorporators have executed these Articles of Incorporation this day 10  
of January 1996.

	ROSA ELENA GANOZA
	MARCELA MACHADO
	Augusto E. GANOZA
	GUILLERMO MACHADO

#### ARTICLE VII

##### NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on  
are:

Sales representative, promotion, merchandising, import and export distribution , retail and  
wholesale of products for general use.

And any and all lawfull busines not prohibited by the laws of the State of Florida or of the United  
States.

And, in general to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purposes of the company, and to secure the same at such rates of interest as the Corporation may determine, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

#### ARTICLE VIII

#### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the Law. Every amendment shall be approved by the Board of Director(s), proposed by them to the Stockholders, and approved at a Stockholder's meeting by majority of the stock entitled to vote hereon.

#### ARTICLE IX

#### TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE X

##### DIRECTOR(S)

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE XI

##### INITIAL BOARD OF DIRECTORS

The name and post office address of the member of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until his/their successors are elected and have qualified are:

ROSA ELENA GANOZA PRES

9999 Summerbreeze Dr. Apt. 403  
Sunrise, Fl. 33322

MARCELA MACHADO VICE PRES

9999 Summerbreeze Dr. Apt. 403

Sunrise, Fl. 33322

AUGUSTO GANOZA TREASUR

9999 Summerbreeze Dr. Apt. 403  
Sunrise, Fl. 33322

GUILLERMO A MACHADO SECR

9999 Summerbreeze Dr. Apt. 403  
Sunrise, Fl. 33322

#### ARTICLE XII

##### PREEMPTIVE RIGHT OR RIGHT OF FIRST REFUSAL

In the event the Corporation elects to issue additional authorized shares, then the existing shareholders shall have a right of first refusal for one month following the date of announcement of the issuance of additional authorized shares within which to buy a number of authorized shares which is less than or equal to their proportionate ownership interest in the corporation.

In the event any existing shareholder intends to offer for sale any of his shares, then the remaining shareholders shall have for a period of 2 months following the written notice of intent to sell, a right to purchase a number of shares from the selling shareholder less than

or equal to their proportionate share of ownership of all the ourstanding shares of the

Corporation at the time of the notice.

The above described right of first refusal or preemptive.



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

VGM WORLDWIDE CORP.

(must include suffix)

2. The name and address of the registered agent and office is:

GUILLERMO A MACHADO  
(NAME)

9999 SUMMERBREEZE DR, APT. 403  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

SUNRISE, FL, 33322  
(CITY/STATE/ZIP)

TALLAHASSEE, FLORIDA

96 JAN 12 PM 2:15

FILED

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

JANUARY, 10, 1996.  
(DATE)