

P96000030639

FERNANDEZ, BARDELLA, AND ASSOCIATES  
13529 S.W. 26 ST  
MIAMI, FL 33175  
PH 326-0155  
FAX 551-0465

March 21, 1996

000001767410  
-04/03/96--01010--003  
\*\*\*122.50 \*\*\*122.50

Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314

Ref: New Corporation filing.

EFFECTIVE DATE  
4-1-96

Enclosed is our check in the amount of \$122.50 to cover  
the filing fees of the following new corporation:

VIDEOPHASE U.S.A., INC.

Sincerely,



F. J. Fernandez  
P. Accountant

FILED  
96 APR -2 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
4-1-96

ARTICLES OF INCORPORATION  
OF  
VIDEOPHASE U.S.A., INC.

FILED  
96 APR -2 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is VIDEOPHASE U.S.A., INC.

ARTICLE II - DURATION

This corporation is to have perpetual existence commencing April 1st, 1996

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including distribution and sales of all kinds of fuel, including aviation fuels, as well as services to the aviation industry to South and Central America, as well as to the rest of the world.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2140 S.W. 3rd Avenue, Apt. 1-H, Miami, FL 33129 and the name and address of the initial registered agent is Javier I. Martinez at 2140 S.W. 3rd. Avenue, Apt. 1-H, Miami, FL, 33129.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased by the By-Laws to seven directors but shall never be less than one. The name and address of the initial directors of this corporation are Javier I. Martinez, 2140 S.W. 3rd Avenue, Apt. 1-H, Miami, FL, 33129, Jose Luis Castro, calle Carabobo con Ave. El Retiro, Qta. Rogelia, Of. 12, El Rosal, Caracas, Venezuela.

## ARTICLE VII – INITIAL SUBSCRIBERS OF THE STOCK

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are as follows, all the proceeds of which will amount to at least \$ 500.00:

Javier I. Martinez	\$250.00	Jose Luis Castro
2140 S.W. 3rd Avenue	250 shares	calle Carabobo con Ave. El Retiro
Apt. 1-H		Qta. Rogelia, Of. 12
Miami, FL 33129		Caracas, Venezuela

## ARTICLE VIII – INCORPORATION

The names and addresses of the persons signing these Articles are Javier I. Martinez, 2140 S.W. 3rd Avenue, Apt. 1-H, Miami, FL 33129 and Jose Luis Castro Calle Carabobo con Ave. El Retiro, Qta. Rogelia, Of. 12, Caracas, Venezuela.

## ARTICLE IX – INDEMNIFICATION

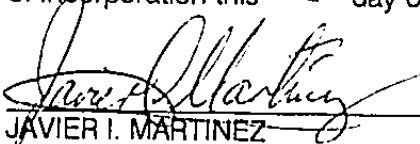
The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

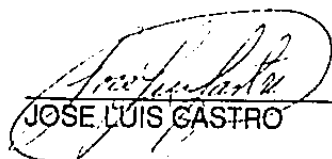
## ARTICLE X – OFFICERS

This corporation shall initially have two officers consisting of a President/Treasurer, and a Vice-President/ Secretary.

The number and type of officers may be changed from time to time by the bylaws, but shall never be less than one officer consisting of a President/Secretary. The names and addresses of the officers are as follows: Javier I. Martinez, 2140 S.W. 3rd Ave., Apt. 1-H, Miami, FL, 33129 – President/Treasurer and Jose Luis Castro, calle Carabobo con Ave. El Retiro, Qta. Rogelia, Of. 12, Caracas, Venezuela – Vice-President/Secretary.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25<sup>th</sup> day of March, 1996.

  
JAVIER I. MARTINEZ

  
JOSE LUIS CASTRO

STATE OF FLORIDA:  
:SS:  
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized to take acknowledgments personally  
appeared Javier I. Martinez and Jose Luis Castro,  
known to me and known by me to be the persons who executed the foregoing  
Articles of Incorporation and they acknowledged before me that they executed  
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal in the State and County aforesaid, this March 20, 1996



Notary Public, State of Florida

*Zeta M. Thomas*


My commission expires:

*June 14, 1999*

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Javier I. Martinez, 2140 S.W. 3rd Avenue, Apt. 1-H, Miami,  
FL, 33129, hereby is familiar and accepts the duties and responsibilities as  
Registered Agent for Videophase U.S.A., Inc.

DATED: 3/20/96

  
JAVIER I. MARTINEZ

FILED  
95 APR -2 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA