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6/12/96 FLORIDA DIVISION OF CORPORATIONS 12:52 PM
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL, INC.
DEPARTMENT OF REVENUE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST MAIN ST. MIAMI BEACH FL 33139-0000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: V & F CORPORATION
FAX AUDIT NUMBER: H96000008231 CURRENT STATUS: REQUESTED
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1996

CORPORATE CREATIONS INTERNATIONAL INC.

MIAMI BEACH, FL

SUBJECT: V & F CORPORATION
REF: W96000013148

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000008231
Letter Number: 496A00030695

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**Articles of Incorporation
of
V & F Corporation**

Article I. Name

The name of this Florida corporation is:
V & F Corporation

Article II. Address

The mailing address of the Corporation is:
V & F Corporation
13301 N.W. 27th Avenue
Miami FL 33161

Article III. Capital Stock

The Corporation shall have the authority to issue 500 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Randall L. Sidlosca
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Randall L. Sidlosca FL Bar Member 511609
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
305-538-8911 • Fax 305-538-1987

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Randall L. Sidlosca FL Bar Member 511609
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
305-538-8911 • Fax 305-538-1987

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Nicolas Vargas
Vinicio S. Vargas
Fausto Estevez

Article VI. Incorporator

The name and address of the incorporator is:

Randall L. Sidlosca
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective June 14, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on June 14, 1996



RANDALL L. SIDLOSCA
by J.P. Mata as attorney-in-fact

Randall L. Sidlosca FL Bar Member 511609
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
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FROM LATOUR AND SIDLOSCA 305 538 1987

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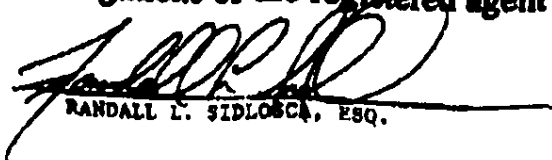
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
V & F Corporation

REGISTERED AGENT:

RANDALL L. SIDLOSCA, ESQ.
LATOUR & SIDLOSCA, P.A.
605 Lincoln Road, Suite 420
Miami Beach, Florida 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


RANDALL L. SIDLOSCA, ESQ.

Date: 6/19/96

Randall L. Sidlosca FL Bar Member 511609
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
305-538-8911 • Fax 305-538-1967

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