

796000078663

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-0870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-0062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 96 SEP 23 AM 9:19
 DIVISION OF CORPORATION

RE: Vela International, Inc

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Filoflow Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		

600001953513
 -09/23/96--01020--014
 ***\$122.50 ***\$122.50

96 SEP 23 AM 11:10
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

SUBTOTALS

REQUEST ☒ TAKEN CONFIRMED APPROVED
 DATE 9/28
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 9:00 WZ

AB 9/23

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
VELA INTERNATIONAL, INC.

FILED
96 SEP 23 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be: VELA INTERNATIONAL, INC. The address and mailing address of the corporation's principal office shall be:

15150 S.W. 56th Street
Miami, Florida 33185

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and of Florida.

ARTICLE IV

The corporation shall have the authority to issue 1000 shares of common stock, all of one class, at One Dollar (\$1.00) par value.

ARTICLE V

The address of its initial registered office of the corporation is 240 W. Palmetto Park Rd., Suite 300, Boca Raton, Florida 33432 and the name of its registered agent is Jeffrey A. Bolton.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Edward R. Vela, 201 Linden Avenue, Jersey City, N.J. 07305

Gustavo L. Vela, 10 Chatham Street, Sayerville, N.J. 08859

ARTICLE VII

The names and address of the incorporators are:

Edward R. Vela, 201 Linden Avenue, Jersey City, N.J. 07306

Gustavo L. Vela, 10 Chatham Street, Sayreville, N.J. 08859

ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

ARTICLE IX

Unless otherwise provided in this Corporation's By-Laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Directors.

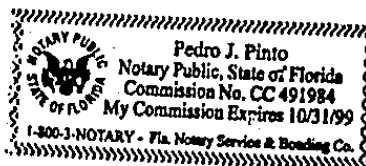
ARTICLE X

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, we have subscribed our names this 20 day of Sept, 1998.


EDWARD R. VELA


GUSTAVO L. VELA



STATE OF FLORIDA

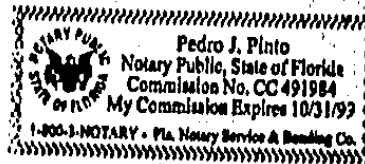
: 58

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared EDWARD R. VELA, who to me is well known to be the person described in and who subscribed the above Articles of Incorporation, or who produced DL as identification, and who did not take an oath, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid, this 20 day of Sept, 1996.


Notary Public of the State of Florida
My Commission Expires:



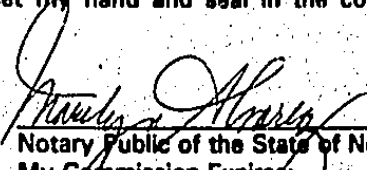
STATE OF NEW JERSEY

: 58

COUNTY OF MIDDLESEX

BEFORE ME, the undersigned authority, personally appeared GUSTAVO L. VELA, who to me is well known to be the person described in and who subscribed the above Articles of Incorporation, or who produced NJ License as identification, and who did not take an oath, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

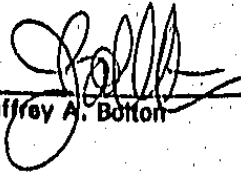
IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid, this 20 day of September, 1996.


Notary Public of the State of New Jersey
My Commission Expires:

MARILYN ALVAREZ
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APRIL 6, 1999

ACKNOWLEDGMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



Jeffrey A. Bolton

FILED
96 SEP 23 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000078663

LAW OFFICES
OF

RONALD R. FRIEDMAN, P.A.

240 W. PALMETTO PARK ROAD, SUITE 300
BOCA RATON, FL 33432

*RONALD R. FRIEDMAN, J.D., LL.M.
(MEMBER OF FLORIDA AND NEW JERSEY BARS)

TELEPHONE (407) 347-1700
FAX (407) 750-3236

October 25, 1996

Secretary of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001990890-1-4
-10/30/96--01094--003
*****35.00 *****35.00

Re: VELA INTERNATIONAL, INC.
Articles of Amendment

Dear Sir/Madam:

Enclosed for filing please find an executed original amendment to the Articles of Incorporation for Vela International, Inc. together with a check in the amount of \$35.00 representing the filing fee.

Kindly file said Articles of Amendment and acknowledge receipt of same on the copy of this letter enclosed.

Should there be any questions, please do not hesitate to let us know. Thank you.

Very truly yours,

Ronald R. Friedman
Ronald R. Friedman
Enc.

FILED
97 FEB 14 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AMC
2/18*

LAW OFFICES
ENGLISH, McCAUGHAN & O'BRYAN, P.A.

40 SOUTHEAST FIFTH STREET
SUITE 408
BOCA RATON, FLORIDA 33432-4080

TELEPHONE (305) 391-0889
FACSIMILE (305) 391-0844

FORT LAUDERDALE OFFICE
100 NORTHEAST THIRD AVENUE
SUITE 1100
FORT LAUDERDALE, FL 33301-1140

TELEPHONE (305) 462-3300
FACSIMILE (305) 703-8438

RONALD R. FRIEDMAN, J.D., LL.M.
Board Certified - Will, Trusts & Estates
(Member of Florida and New Jersey Bars)

February 12, 1997

Secretary of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32324

Re: VELA INTERNATIONAL, INC.
Articles of Amendment

Dear Sir/Madam:

Enclosed for re-filing in accordance with your instructions, please find an executed original amendment to the Articles of Incorporation for Vela International, Inc.

Kindly file said Articles of Amendment and acknowledge receipt of same on the copy of this letter enclosed.

Should there be any questions, please do not hesitate to let us know. Thank you.

Very truly yours,



Ronald R. Friedman
RRF:sss
Encl.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1996

RONALD R. FRIEDMAN
240 W. PALMETTO PARK RD.
SUITE 300
BOCA RATON, FL 33432

SUBJECT: VELA INTERNATIONAL, INC.
Ref. Number: P96000078663

We have received your document for VELA INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "Initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

THE INCORPORATOR'S JOB IS TO SET UP THE CORPORATION. ONCE THE ENTITY IS INCORPORATED THE INCORPORATOR'S JOB IS DONE. THEREFORE THERE IS NO SENSE TO CHANGING PAST HISTORICAL INFORMATION.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 596A00050700

ARTICLES OF AMENDMENT OF
VELA INTERNATIONAL, INC.

FILED
97 FEB 14 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is VELA INTERNATIONAL, INC.

2. Article VI of the Articles of Incorporation of the Corporation is hereby amended to read:

ARTICLE VI

The number of directors constituting the Board of Directors is two (2), whose names and addresses are:

Pablo L. Vela, 201 Linden Avenue, Jersey City, N.J. 07305
Gustavo L. Vela, 10 Chatham Street, Sayerville, N.J. 08859

3. The foregoing amendment was adopted by all of the Directors and all of the Stockholders of the Corporation eligible to vote by a Written Consent signed by them on October 3, 1996, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.181(3), Florida Statutes.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 8th day of January, 1996.7

Pablo L. Vela
PABLO L. VELA, President

(CORPORATE SEAL)

Pablo M. Vela
PABLO M. VELA, Secretary

Karen E. Jones

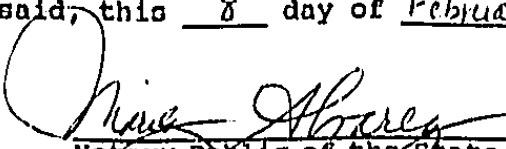


KAREN I JONES
My Commission CG390113
Expires Jul. 07, 1998
Bonded by HAI
800-422-1555

STATE OF FLORIDA (New Jersey)
COUNTY OF Hudson)

BEFORE ME, the undersigned authority, personally appeared PABLO L. VELA, who is personally known to me or who produced as identification and who did not take an oath, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.


IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid, this 8 day of February, 1996. 1997


Notary Public of the State of (Florida)
My Commission Expires: NEW JERSEY
MARILYN ALVAREZ
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APRIL 6, 1997

STATE OF FLORIDA)
COUNTY OF Palm Beach)

BEFORE ME, the undersigned authority, personally appeared PABLO M. VELA, who is personally known to me or who produced NJ Drivers licence as identification and who did not take an oath, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid, this 8th day of January, 1996.


Notary Public of the State of Florida
My Commission Expires:



KAREN I JONES
My Commission CC390113
Expires Jul. 07, 1998
Bonded by HAI
800-422-1555