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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VICAMAX PRODUCTS AND ASSOCIATES, INC.

AUDIT NUMBER.....H96000014823

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
VICAMAX PRODUCTS AND ASSOCIATES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VICAMAX PRODUCTS AND ASSOCIATES, INC.

The address of the principal office of this corporation shall be 14680 NW 7th Avenue, Miami, FL 33168, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$ 1.00 per share, par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3284 N State Rd 7, Lauderdale Lakes, FL 33319, and the name of the initial registered agent of the corporation at that address is Scott Tillem.

Prepared By:
Scott E. Tillem
3284 N State Rd 7
Lauderdale Lakes, FL 33319
(305)484-5533

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is(are):

Marcel Sajous
14680 NW 7th Avenue
Miami, FL 33168

President
Treasurer

Emmanuel Zizi
14680 NW 7th Avenue
Miami, FL 33168

Vice-Pres
Secretary

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Scott Tillem
3284 N State Rd 7
Lauderdale Lakes, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand,
on this 21st day of October, 1996.


SCOTT TILLEMARTICLE VIII. REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SCOTT TILLEM
(REGISTERED AGENT)

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is
submitted, in compliance with said Act: .

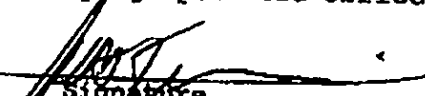
First-That **VICAMAX PRODUCTS AND ASSOCIATES, INC.**

desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the articles of incorporation at
City of Miami , County of Dade , State of
Florida has named Scott Tillem located at 3284 N State Rd 7, City
of Lauderdale Lakes, County of Broward, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By


Signature
Registered Agent

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