

OCT-30 1996

P.01/05

10/30/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:43 PM

((H96000015296 2))

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: VECTOR ENTERPRISES OF MIAMI, INC.

AUDIT NUMBER.....H96000015296

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:02:51

RECEIVED

56 OCT 30 PM 4:53

MAIL ROOM

FILED  
96 OCT 30 PM 4:53  
SECRET  
MAIL ROOM

696H-50115

10/30/96  
TB

H96000015296

## **ARTICLES OF INCORPORATION**

### **ARTICLE I -- NAME**

THE NAME OF THIS CORPORATION IS:

**VECTOR ENTERPRISES OF MIAMI, INC.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**1202 COLUMBUS BLVD.  
CORAL GABLES, FLORIDA 33134**

### **ARTICLE II -- PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

### **ARTICLE III -- CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

### **ARTICLE IV -- PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

### **ARTICLE V -- INITIAL REGISTERED OFFICE**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**1202 COLUMBUS BLVD.  
CORAL GABLES, FLORIDA 33134**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**ALDERICO G. OLIVEIRA**

PREPARED BY:  
GUILLERMO UDETA, JR.  
2320 WEST 68TH STREET  
HIALEAH, FL 33016

(305) 825-3929

H96000015296

H96000015296

**ARTICLE VI -- INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE 3 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

**ALDERICO G. OLIVEIRA - PRESIDENT & DIRECTOR**  
**DANIEL G. OLIVEIRA - VICE-PRESIDENT & DIRECTOR**  
**HENRIQUE BARROSO - SECRETARY & DIRECTOR**

**ARTICLE VII -- INCORPORATOR**

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**ALDERICO G. OLIVEIRA**  
**1202 COLUMBUS BLVD.**  
**CORAL GABLES, FLORIDA 33134**

**ARTICLE VIII -- INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

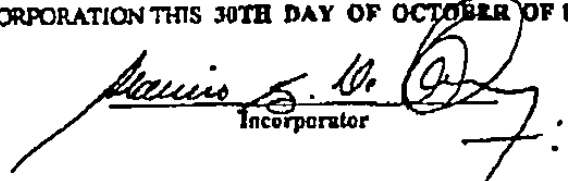
**ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE X -- BY LAWS**

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 30TH DAY OF OCTOBER OF 1996.

  
Incorporator

H96000015296

H96000015296

STATE OF FLORIDA)  
 )  
COUNTY OF DADE )

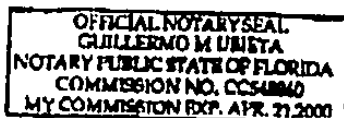
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **ALDERICO G. OLIVEIRA. FLORIDA DRIVER LICENSE NO. 0416-007-40-387-0**, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL.

IN THE STATE AND COUNTY AFORESAID THIS 30TH DAY OF OCTOBER, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



H96000015296

H96000015296

**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT **VECTOR ENTERPRISES OF MIAMI, INC.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED **ALDERICO G. OLIVEIRA**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **VECTOR ENTERPRISES OF MIAMI, INC.** TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES,  
THIS 30TH DAY OF OCTOBER, 1996.

  
Registered Agent

H96000015296