

7-796000097351

RICHARDS  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
GRAND DAY PLAZA  
2005 SOUTH BAYSHORE DRIVE  
SUITE 800  
MIAMI, FLORIDA 33133  
TELEPHONE 305-858-9900  
TELECOPIER 305-285-0015

CARACAS OFFICE  
TORRE LAS MENCEDAS  
2ND FLOOR  
CHUAC - CARACAS  
VENEZUELA  
TEL 582-92-88-88  
FAX 582-92-88-70

OF COUNSEL  
MITCHELL S. POLANSKY

November 22, 1996

VIA FEDERAL EXPRESS #2197303382

Florida Department of State  
Division of Corporations  
Attn: Certification Department  
409 East Gaines Street  
Tallahassee, Florida 32399

400002013484--3  
-11/26/96--01013--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Vellum Corporation

Dear Sir or Madam:

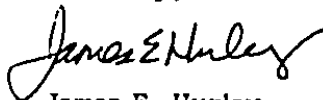
Enclosed please find our firm's check in the amount of \$122.50 to cover the fee for the filing of the Articles of Incorporation, obtaining a certified copy and initial fee for registered agent for the above-referenced company.

Once the documents have been filed, please forward the certified copy in the enclosed Federal Express envelope to our office.

If you need any further information regarding the above, please do not hesitate to contact us.

Thank you in advance for your prompt attention to this matter.

Sincerely,

  
James E. Hurley

JEH/clm  
Enclosures  
f:\venlux\vellum\corp\sec.ltr

FILED  
96 NOV 25 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 12/2

ARTICLES OF INCORPORATION  
OF  
VELLUM CORPORATION

FILED  
96 NOV 25 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the corporation is VELLUM CORPORATION.

ARTICLE II  
ADDRESS

The mailing address and principal office of the corporation is 2665 South Bayshore Drive, Suite 900, Miami, FL 33133.

ARTICLE III  
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV  
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V  
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI  
CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

James E. Hurley, Esq.  
Richards  
2665 South Bayshore Drive  
Suite 900  
Miami, FL 33133

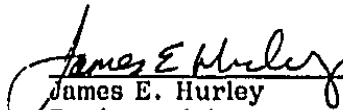
**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

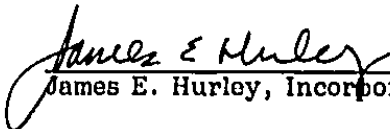
James E. Hurley, Esq.  
Richards  
2065 South Bayshore Drive  
Suite 900  
Miami, FL 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 25th day of November, 1996.

  
James E. Hurley  
Registered Agent

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 25th day of November, 1996.

  
James E. Hurley, Incorporator

\\clients\ventilux\vellum\corp\articles