

TRANSMITTAL LETTER

November 3, 1996

Department of State
Division of Corporations
P.O. Box 627
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for the corporation stated below, and a check in the amount of \$122.50.

Proposed Corporate Name

VIMPEX (PROPRIETARY) U.S.A. LIMITED

From: **Jose Alves Vidas**

4134 Gulf of Mexico Drive, Suite 302

Longboat Key, Fl. 34228

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***\$122.50 ***\$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 26, 1996

JOSE ALVES VIDAS
4134 GULF OF MEXICO DRIVE
SUITE 302
LONGBOAT KEY, FL 34228

SUBJECT: VIMPEX (PROPRIETARY) U.S.A. LIMITED
Ref. Number: W96000024963

We have received your document for VIMPEX (PROPRIETARY) U.S.A. LIMITED and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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

Letter Number: 496A00053578

TRANSMITTAL LETTER

December 2, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for the corporation stated below, and a check in the amount of \$122.50.

Proposed Corporate Name

VIMPEX PROPRIETARY (U.S.A.) INC

From: **Jose Alves Vidas**
4134 Gulf of Mexico Drive, Suite 302
Longboat Key, FL 34228

Articles of Incorporation of: **Vimpex Proprietary (U.S.A.) Inc**

Article I Name: **Vimpex Proprietary (U.S.A.) Inc**

Article II Principal Office: **4134 Gulf of Mexico Drive, Suite 302, Longboat Key,
Florida. 34228**

Article III Capital Stock: **The Corporation is authorized to have 1,000 shares of
common stock with a par value of \$.01 (One cent) each.**

Article IV Terms of Existence: **The term for which the corporation shall exist shall
be perpetual, commencing on the filing of these
Articles with the Secretary of State, State of Florida.**

Article V Nature of business: **This corporation is organized for the purpose of
engaging in and transacting any or all lawful
business permitted under the laws of the State of
Florida or any other State of the United States.**

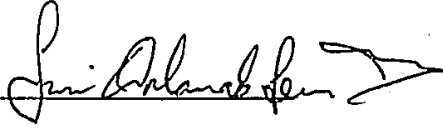
Article VI Name & Address of Incorporator (s): **Jose Alves Vidas
4134 Gulf of Mexico Drive,
Suite 302,
Longboat Key, Florida, 34228**

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TALLAHASSEE FLORIDA

Certificate of Designation Registered Agent/Registered Office

The name of the Corporation is: **Vimpex Proprietary (U.S.A.) Inc**

The name and address of the registered agent and office is: **Jose Alves Vidas**
4134 Gulf of Mexico Drive
Suite 302,
Longboat Key, Florida 34228

Signature: 

Title: **President.**

Date: 12.01.96

Acceptance of appointment as
Registered Agent for

VIMPEX PROPRIETARY (U.S.A.) INC

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Signature: 

Name: **Jose Alves Vidas**

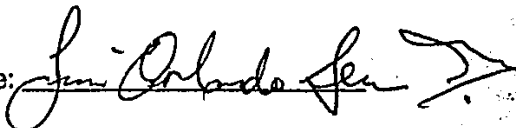
Title: **President**

Article VII Initial Board of Directors: **This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:**

**Jose Alves Vidas
4134 Gulf of Mexico Drive
Suite 302
Longboat Key, Florida 34228**

The undersigned have executed these articles of incorporation this:

1st day of December, 1996.

Signature: 

Name: **Jose Alves Vidas**

Title: **President.**

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TALLAHASSEE FLORIDA