

ARTICLES OF INCORPORATION
OF
V C INVESTMENT, INC.

FILED
96 DEC 26 AM 11:48
TALLAHASSEE FLORIDA

We, the undersigned, as proper persons acting as incorporator of a corporation under the laws of the State of FLORIDA , adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of this Corporation is: **V C INVESTMENT, INC.**

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the UNITED STATES of AMERICA and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON FILLING WITH THE SECRETARY OF STATE.

ARTICLE FOUR

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this Corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is: 1000.

- C. Par Value. Each share of Common Stock shall have the par value of: \$ 10.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor of service rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issue in exchange for consideration which is at least equal to the part value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal at meetings of the stockholders of the Corporation.
- G. Dividends. Record holders of Common Stock are entitle, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of the corporation remaining after payment of all corporate debts and obligation.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the initial ^{Principal} Registered Office of this Corporation is: 6555 N.W. 36th STREET, SUITE # 318, MIAMI, FL. 33166, and the name of the initial Registered Agent of this Corporation at that address is: JESUS L. VELAZCO

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This Corporation shall have initially TWO Directors.

The number of Directors may be either increased or decreased from time to time by the bylaws but shall never be less than ONE. The names and address of the initial Directors of the Corporation are.

JESUS L VELAZCO 11195 N.W. 7th Street, Miami, Fl. 33172

FRANCISCO M. CESTARI 10901 S.W. 5th Street, Miami, Fl. 33174

JESUS L. VELAZCO 11195 N.W. 7th Street, Miami, Fl. 33172

INCORPORATOR/SUBSCRIBER.

ARTICLE SEVEN

BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

ARTICLE EIGHT

SHAREHOLDER QUORUM AND VOTING

100% of the Shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 100% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE NINE

SHAREHOLDERS MEETING REQUIRED

Any action of the Shareholders of this Corporation must be taken at a meeting of the Shareholders of this Corporation, duly called as provided by law.

ARTICLE TEN

COMPENSATION

The Shareholders of this Corporation shall have the exclusive to fix the compensation of Director of this corporation.

ARTICLE ELEVEN

NO REMOVAL OF DIRECTORS

The Shareholders of this Corporation shall not be entitled to remove, without cause, any Director from office during his term.

ARTICLE TWELVE

DIRECTOR QUORUM AND VOTING

100% of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of 100% of the Directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 100% of the directors present and voting, shall be the act of the Board of the Directors.

ARTICLE THIRTEEN

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, that the full extent permitted by law.

ARTICLE FOURTEEN


DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE FIFTEEN

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


A handwritten signature in dark ink, appearing to be "D. J. [unclear]", is written over a horizontal line.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: V C INVESTMENT, INC.

2. The name and address of the registered agent and office is:

JESUS L. VELAZCO

(NAME)

6555 N.W. 36TH STREET, SUITE #318

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33166

(CITY/STATE/ZIP)

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FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE