

9970000026968

GILMAN & NEGRINI, P.A.

Certified Public Accountants

2055 LeJaune Road, Suite 802
Coral Gables, Florida 33134
Tel. (305) 444-7830
Fax (305) 444-0140

March 4, 1997

SECRETARY OF STATE
Division of Corporation
New Filing Department
409 East Gaines Street
Tallahassee, Florida 32399

500002110055--2

-03/11/97--01089--001
*****122.50 *****122.50

RE: V.M.C. America, Inc.

Dear Sir/Madam:

Enclosed please find a check in the amount of \$122.50 which reflects the filing fee of \$70.00 together with \$52.50 for a certified copy of the Articles of Incorporation on the above mentioned. Please file said Articles and return a certified copy in the attached self-addressed stamped envelope.

If you should have any questions, please call me at 305-444-7830.

AL MAR 26 1997

Sincerely,

Mirta Negri
GILMAN & NEGRINI, P.A.

W97-6224

FILED
97 MAR 25 AM 9:19
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 18, 1997

MIRTA NEGRINI
2655 LEJEUNE ROAD, SUITE 502
CORAL GABLES, FL 33134

SUBJECT: V.M.C. AMERICA, INC.
Ref. Number: W97000006224

We have received your document for V.M.C. AMERICA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 597A00013553

GILMAN & NEGRINI, P. A.

Certified Public Accountants

2055 LeJeune Road, Suite 602
Coral Gables, Florida 33134
Tel. (305) 444-7830
Fax (305) 445-0140

March 24, 1997

Ms. Agnes Lunt
Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

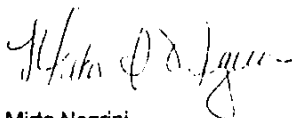
Ref: V.M.C. AMERICA, INC
W97000006224

Dear Ms. Lunt:

Per your letter attached, the articles of incorporation of the above referenced corporation have been amended in paragraph " V" to state that the principal office and the registered office have the same address. I am enclosing a self addressed, stamped envelope so that a certified copy of the filed articles can be returned to me for my records.

If you have any questions, I can be reached at 305-444-7830.

Sincerely,



Mirta Negrini
Gilman & Negrini, P.A.

**ARTICLES OF INCORPORATION
OF
V.M.C. America, Inc.**

FILED
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SEC
FILED
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under the provisions of Chapter 607 of the Florida Statutes, and all Acts amendatory thereto, hereby make, subscribe and acknowledge before a Notary Public and file with the Department of State of Florida, Articles of Incorporation, as follows:

I.

The name of the corporation shall be:

V.M.C. America, Inc.

II.

The general nature of the business or businesses to be transacted by this corporation shall be:

(1) To engage in any activity or transact any business under the law of the United States and of the State of Florida.

(2) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, entity or entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principal or agent, upon commission or otherwise any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom, or incidental thereto; to act as agent or representative of corporations, firms, entities and individuals.

(3) To buy, sell, deal in, lease, hold, subdivide, improve and develop real property; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in conduct and carry on any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest; to build, purchase, take, receive, lease or otherwise acquire, own hold, use, maintain, alter, repair and improve, sell, convey mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings, structures, works and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange and transfer, space, offices, rooms, suites, and apartments; and to manufacture, purchase, or otherwise acquire, won, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease or otherwise dispose of fixtures, improvements and furnishings of all kinds.

(4) To undertake and aid any enterprise and carry out any transactions whatsoever that may be lawfully undertaken and carried out in a general financial business and general financial operations of all kinds so far as the same are not prohibited by the law of the State of Florida against the exercise of banking powers by corporation; to lend money and to take notes, open accounts, or other similar evidence of debt, and collateral security thereof, and to give credit, lend and advance money to such persons, corporations, partnerships, trust companies, associations and entities as may be deemed advisable by this corporation; upon such terms and securities as May seem expedient to this corporation.

(5) To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and encumber the shares of capital stock, of, any bonds, securities or indebtedness of or created by any other corporation or entity of any jurisdiction whatsoever, and while the owner of such

security and indebtedness to exercise all the rights, powers and privileges of ownership including without limitation any right to vote.

(6) To purchase, or otherwise acquire, directly or through ownership of stock in any corporation, or through ownership of any type of interest in any entity, all or any part of the business, goodwill, rights, property and assets of all kinds, of any corporation, entity, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the business so acquired, provided that such business is within the authorization of the said Florida Statutes and any Acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

(7) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of this corporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgages, pledges, or otherwise, or unsecured, for money borrowed, or for property purchased or acquired or for any other lawful objects.

(8) To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall be voted upon directly or indirectly, nor counted as outstanding, for the purpose of any stockholders' quorum or vote.

(9) To make donations for the public welfare or for charitable scientific, or educational purposes; to pay pensions and establish various incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries; to be a promoter, incorporator, general partner, limited partner, member, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(10) To have and to exercise, in addition to any powers enumerated above, all other powers provided by law, and to have and to exercise each and every one OF its powers as though it were also a purpose and object of this corporation.

III.

The corporation shall have perpetual existence.

IV.

The maximum under of authorized shares outstanding at any one time shall be:
Five Hundred shares at \$1.00 per value.

V.

The Street address of the initial Registered Office of this Corporation is
6574 North State Road 7, #111, Coconut Creek, Florida 33073, and the initial
Registered Agent of this Corporation at that address is: MIRTA NEGRINI. It is hereby
noted that the principal office address and the registered office address are the same.

VI.

The number of Directors constituting the initial Board of Directors shall be:

1. DIPTSY MOLINA
6574 North State Road 7
#111
Coconut Creek, Florida 33073

The number of Directors may be either increased or diminished (but never to less than one) from time to time in the manner provided by the By-Laws.

VII.

No contact or other transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers, or fiduciaries, of such other corporation or entity.

VIII.

The name and street address of the first Officer of the Corporation is as follows:

1. DIPTSY MOLINA, President and Secretary
6574 North State Road 7
#111
Coconut Creek, Florida 33073

IX.

The name and street address of the Incorporator is as follows:

DIPTSY MOLINA
6574 North State Road 7
#111
Coconut Creek, Florida 33073

X.

The corporation shall indemnify to the full extent permitted by law any officer or director

in office when such indemnity is requested and similarly indemnify any former officer or director.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of
March, 1997.

Diptysy Molina
DIPTSY MOLINA

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10th day of March, 1997,
by, DIPTSY MOLINA, who is personally known to me and who did take an oath executing
the foregoing Articles of Incorporation.

Ruben I. Hernandez
NOTARY PUBLIC, STATE OF FLORIDA
At Large COMMISSION # QC 447248
EXPIRES MAR 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the Service of Process for the above-stated Corporation, at the place stated in the foregoing Articles of Incorporation, I hereby accept such nominating and agree to act in said capacity and agree to comply with the provisions of the Corporation Laws of Florida relative to keeping the office of the corporation open.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

V.M.C. America, Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF COCONUT CREEK, STATE OF FLORIDA HAS NAMED:

MIRTA NEGRINI

LOCATED AT:

2655 LeJuene Road
Coral Gables, Florida 33134

AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN FLORIDA.

SIGNATURE: M. Negrini

TITLE: President

DATE: 3/10/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY AGREE TO ACT IN ITS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: M. Negrini

DATE: 3/10/97