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CARMEN C. FERREIRA
ATTORNEY AT LAW
6262 BIRD RD. #2H
MIAMI, FLORIDA 33155

Telephone 305-665-5060

Telefax 305-665-2813

April 1, 1997

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

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RE: VGA CORPORATION

Dear Sir or Madam:

Enclosed herewith are the Articles of Incorporation for the above-captioned corporation, along with a check in the amount of \$122.50. Please forward one certified copy of the registered articles to the undersigned.

Sincerely,


Carmen C. Ferreira

FILED
97 APR -7 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 4/8/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VGA CORPORATION

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF THE CORPORATION

The name of the Corporation shall be VGA CORPORATION (the "Corporation"). The initial address of the Corporation shall be 5850 Alton Road, Miami Beach, Florida 33140.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by the Corporation are to transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited nor restricted by reference to, or inference from, any provisions in this or any other article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
STOCK

The authorized capital stock of the Corporation shall consist of 100 shares of Common Stock with a par value of \$1.00 per share.

**ARTICLE IV
INCORPORATOR**

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

Vyvian Iglesias
5850 Alton Road
Miami Beach, Florida 33140

**ARTICLE V
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Florida shall be 5850 Alton Road, Miami Beach, Florida 33140. The name of the initial registered agent of the Corporation at the above address shall be Vyvian Iglesias.

**ARTICLE VII
NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one (1) person.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name and Address</u>	<u>Office</u>
Vyvian Iglesias 5850 Alton Road Miami Beach, Fl. 33140	President/Vice-president Secretary/Treasurer

**ARTICLE IX
BY-LAWS**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE X
FINANCIAL INFORMATION**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

**ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the Corporation shall, in accordance with Florida law, commence on the date of filing of these articles.

**ARTICLE XIII
PREEMPTIVE RIGHTS**

The corporation elects to grant preemptive rights to its shareholders.

IN WITNESS WHEREOF, the above-named incorporator signed these Articles of Incorporation this 1st day of April, 1997.

By: 

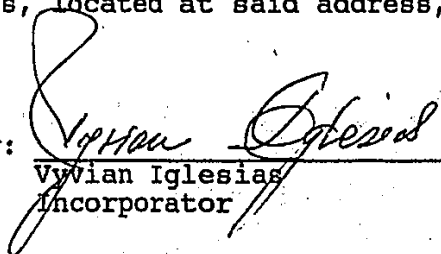
Vivian Iglesias
Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

VGA Corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated 5850 Alton Road, Miami Beach, Florida 33140 as its initial Registered Office and has named Vyvian Iglesias, located at said address, as its initial Registered Agent.

By:


Vyvian Iglesias
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby acknowledges that she is familiar with the obligations of such position and accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By:


Vyvian Iglesias
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA