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5/12/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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ACCT#: 070744001530

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NAME: V & S COMPANY, INC.

AUDIT NUMBER.....H97000007728

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1997

ACE INDUSTRIES, INC.

SUBJECT: V & S COMPANY, INC.
REF: W97000010843

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Becky McKnight
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

HA7-7728

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1: Name of Corporation V & B VELIZ SUAREZ COMPANY, INC.

Address of Corporation 19899 DINNER KEY DRIVE

BOCA RATON, FLORIDA 33498

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE:

and

REGISTERED AGENT:

VANESSA SUAREZ

19899 DINNER KEY DRIVE

BOCA RATON, FLORIDA 33498

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

VANESSA SUAREZ 5/9/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)

First listed is President. Second is Secretary/Additional Directors.

1. VANESSA SUAREZ 19899 DINNER KEY DRIVE BOCA RATON, FL 33498
2. PAMELA MARZUORA 6829 TOWN HARBOR BLVD. #1721 BOCA RATON, FL 33433
3. MAURICIO VELIZ 6829 TOWN HARBOR BLVD. #1721 BOCA RATON, FL 33433

Article 5: The Name and Address of the INCORPORATOR is:

VANESSA SUAREZ

19899 DINNER KEY DRIVE

BOCA RATON, FLORIDA 33498

In witness whereof I have subscribed my name

VANESSA SUAREZ
Signature of Incorporator

VANESSA SUAREZ

HA7-7728

Prepared by:

ACE INDUSTRIES, INC.

64 NW 11th Street
Miami, FL 33136
305-358-2571