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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: VANNATALIE, INC.

AUDIT NUMBER.....H97000008122

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

CERT. OF STATUS..1

PAGES..... 5

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION  
OF  
VANNATALIE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be VANNATALIE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 Shares par value shares of common capital stock.

This Instrument Prepared By:  
Antonio J. Soto, III, Esq.  
8500 W. Flagler St, A-105  
Miami, Fl. 33144-2037  
Telephone (305) 227-2700  
Facsimile (305) 220-8304  
Florida Bar Number: 302163

Articles Of Incorporation Of VANNATALIE, INC.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the

shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 3. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Martitza Richetti, 11060 SW 57 Terrace, Miami, Fl 33173

Benny Fernandez, 11060 SW 57 Terrace, Miami, Fl 33173

Marcelo Bronzatti, 12785 NW 102 Court, Miami, Fl 33016.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of VANNATALIE, INC.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 11060 SW 57 Terrace, Miami, FL 33173.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Maritza Richetti.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Maritza Richetti, 11060 SW 57 Terrace, Miami, FL 33173.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Maritza Richetti  
Maritza Richetti - Incorporator

Benny Fernandez  
Benny Fernandez - Incorporator

Marcelo Bronzatti  
Marcelo Bronzatti - Incorporator

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TALLAHASSEE, FLORIDA

I hereby accept my designation as resident agent and agree to serve as the resident agent of VANNATALIE, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for VANNATALIE, INC.

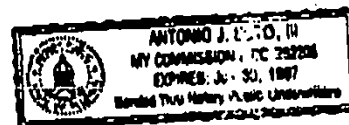
Maritza Richetti  
Maritza Richetti - Registered Agent

State Of Florida

County Of Dade

On 5-16-1997, Maritza Richetti, designated above as the individual who shall serve as the corporation's initial registered agent and Maritza Richetti, Benny Fernandez and Marcelo Bronzatti as incorporator, who are personally known to me, or produced their Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of VANNATALIE, INC.

Notary Public



(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of VANNATALIE, INC.