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5/27/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C. RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: SHIVERY & VUONG, INC.

AUDIT NUMBER.....H97000008687

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DECL. METHOD.. FAX

EST. CHARGE.. \$78.75

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

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

EFFECTIVE DATE

5/28/97

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TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

EFFECTIVE DATE

5-27-97

### Article I. Name

The name of this Florida corporation is:  
Shivery & Vuong, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Shivery & Vuong, Inc.  
10353 S.W. 164 Place  
Miami FL 33196

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Bruce R. Jacobs  
16300 N.E. 19th Ave  
Suite 208  
N. Miami Beach FL 33162

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Lan Vuong

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Bruce R. Jacobs (FL Bar Member 873251)  
Wedderburn & Jacobs, P.A.  
16300 N.E. 19th Ave  
Suite 208  
N. Miami Beach FL 33162  
305-919-9222  
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Bruce R. Jacobs  
Wedderburn & Jacobs, P.A.  
16300 N.E. 19th Ave  
Suite 208  
N. Miami Beach FL 33162

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 27, 1997.

The undersigned incorporator executed these Articles of Incorporation on May 27, 1997.



BRUCE R. JACOBS

Kara O'Donnell as attorney-in-fact

Bruce R. Jacobs | FL Bar Member 873251  
Wedderburn & Jacobs, P.A.  
16300 N.E. 19th Ave  
Suite 208  
N. Miami Beach FL 33162  
305-919-9222  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

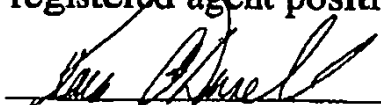
**CORPORATION:**

Shivery & Vuong, Inc.

**REGISTERED AGENT/OFFICE:**

Bruce R. Jacobs  
16300 N.E. 19th Ave  
Suite 208  
N. Miami Beach FL 33162

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Bruce R. Jacobs  
Kara O'Donnell, Vice President  
Kara O'Donnell as attorney-in-fact

Date: May 27, 1997

Bruce R. Jacobs | FL Bar Member 873251  
Wedderburn & Jacobs, P.A.  
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