

LAZARUS & BORRMAN, INC., ST. LOUIS, MO.

890 S.W. 87 AVENUE, SUITE 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip **Phone #**
LOCAL REPRESENTATIVE TALLAHASSEE

100002238281--5

-07/15/97--01047--023

***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. U B Miami, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

97 JUL 15 PM 12:55
SEBINE MARY U. STATE
TALLAHASSEE FLORIDA

Walk in

Pick up time 9.00

 Certified Copy

Mail out

Will wait

 Photocopy

Certificate of Status

NEW FILINGS

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merge

OTHER FILLINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION / QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

RECEIVED
97 JUL 15 AM 11:29
VISION OF CORPORATIONS

CR2E031(195)

Examiner's Initials

FILE
JUL 15 PH 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, FOR THE FORMATION, LIABILITY, PRIVILEGES, RIGHTS AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

V & B MIAMI , INC.

ARTICLE II

THE GENERAL CHARACTER OR NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED AND THIS STATE.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING IS 100 SHARES OF COMMON STOCK, EACH SHARE HAVING A PAR VALUE OF \$1.00. AUTHORIZED CAPITAL STOCK MAY BE PAID FOR IN CASH.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN ONE HUNDRED DOLLARS (100.00).

ARTICLE V

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT 1150 SYLVANIA BLVD. MIAMI FL. 33144.

ARTICLE VI

THE CORPORATION SHALL HAVE 1 DIRECTOR. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME PURSUANT TO THE BY-LAWS.

ARTICLE VII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR, OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED, SHALL BE:

PRESIDENT:

VANESSA DOMINGUEZ 1150 SYLVANIA BLVD. MIAMI FL, 33144

VICE PRESIDENT:

BARBARA FREYRE 425 N.W. 45 AVE. MIAMI FL, 33126

TREASURE:

BARBARA FREYRE 425 N.W. 45 AVE. MIAMI FL, 33126

SECRETARY:

VANESSA DOMINGUEZ 1150 SYLVANIA BLVD. MIAMI FL, 33144

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF EACH SUBSCRIBER AND THE NUMBER OF SHARES OF STOCK WHICH EACH AGREES TO TAKE ARE:

NAME :	ADDRESS	SHARES
VANESSA DOMINGUEZ	1150 SYLVANIA BLVD.	50
BARBARA FREYRE	425 N.W. 45 AVE.	50

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE INCORPORATORS:

PRESIDENT: VANESSA DOMINGUEZ 1150 SYLVANIA BLVD. MIAMI FL, 33144
BARBARA FREYRE 425 N.W. 45 AVE MIAMI FL, 33126

ARTICLE X

THE CORPORATION SHALL HAVE A PERPETUAL EXISTENCE.

ARTICLE XI

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THE CORPORATION IS:

VANESSA DOMINGUEZ
1150 SYLVANIA BLVD.
MIAMI FL, 33125

THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS
IS: VANESA DOMINGUEZ

ARTICLE XII

STOCKHOLDERS OF THIS CORPORATION MAY ENTER INTO SUCH STOCKHOLDERS AND
TRUSTEE AGREEMENTS AS THEY MAY SEE FIT WHEREIN AND WHEREBY SUCH
STOCKHOLDERS MAY LIMIT THEIR RIGHTS BY VIRTUE OF SUCH STOCKHOLDERS AND
TRUSTEE AGREEMENTS.

ARTICLE XIII

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY
LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS,
PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS
MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF
THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT
MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF
INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL AND ACKNOWLEDGE
TO BE FILED IN THE OFFICE OF THE SECRETARY OF STATE THE FOREGOING ARTICLES OF
INCORPORATION THIS 2 DAY OF JULY, 1997.

Vanessa Dominguez
VANESSA DOMINGUEZ
D552-864-77-621-0
PRESIDENT.

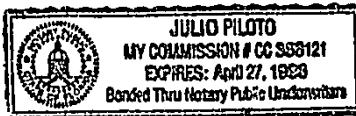
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT ON THIS 2 DAY OF JULY, 1997 BEFORE ME PERSONALLY APPEARED VANESSA DOMINGUEZ, TO ME KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND SHE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME.

WITNESS MY AND OFFICIAL SEAL ON THE DAY AND DATE FIRST SET FORTH ABOVE.

NOTARY PUBLIC

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 48.091. FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT V & B MIAMI, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATES OF FLORIDA, WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED VANESSA DOMINGUEZ LOCATED AT 1150 SYLVANIA BLVD. MIAMI FLORIDA, COUNTY OF DADE, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE. THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE: 1150 SYLVANIA BLVD. MIAMI FLORIDA 33144.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Vanessa Dominguez (RESIDENT AGENT)

1997 JUL 15 PM
SECRETARY OF STATE
FLORIDA
Tallahassee, Florida