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Charter Number Only

8/19/97 Esther

Carlos Triay
Requestor's Name
999 Ponce de Leon Blvd. #1110
Address
Coral Gables, FL 33134
City State ZIP Phone

446-4988

VALIDATION ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Velor, Inc.



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
	<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out

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RECEIVED
DIVISION OF CORPORATION

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

certified copy

K.R. AUG 21 1997

ARTICLES OF INCORPORATION
OF
VELOR, INC.

The undersigned, acting as incorporators of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is: **VELOR, INC.**
2. The period of duration of the Corporation is perpetual.

3. The Corporation is created for the purpose of engaging in any and all things allowed and permitted to be done under the statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

(a) Generally, to make and perform contract of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

4. **AUTHORIZED SHARES:**

NUMBER. The aggregate number of shares that the Corporation shall have the authority to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES** of Capital Stock with a par value of One Dollar (\$1.00) per share.

INITIAL ISSUE. One Hundred (100) shares of the Capital Stock of the Corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

DIVIDENDS. The Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholders, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

5. The initial street address in Florida of the Initial Principal Office of the Corporation is:

8567 Coral Way # 302
Miami, FL 33155

The name of the initial registered agent is:

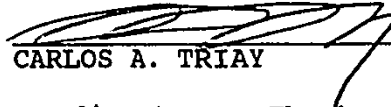
CARLOS A. TRIAY

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TALLAHASSEE, FLORIDA

Whose registered office is located at:

999 Ponce de Leon Blvd. #1110
Coral Gables, FL 33134

The undersigned agrees to act as the registered agent for the Corporation for service of process pursuant to applicable Florida Statutes.


CARLOS A. TRIAY

6. The corporation shall have no directors. The business of the corporation shall be managed by the stockholders of the corporation in accordance with the Florida Statutes.

7. INITIAL OFFICERS: The Initial Officers of the Corporation are:

PRESIDENT, SECRETARY and TREASURER:

LUIS HERRERA
8567 Coral Way # 302
Miami, FL 33155

8. The names and addresses of the Initial Incorporators and subscribers are as follows:

LUIS HERRERA
8567 Coral Way # 302
Miami, Florida 33155

9. The stockholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

10. The stockholders shall at the first meeting called for that purpose, adopt By-Laws not inconsistent with these Articles and which shall be for the government of the Corporation and subordinate to these Articles of Incorporation and the laws of the State of Florida and the United States.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at Miami, Florida, on the 19 day of August, 1997.


LUIS HERRERA

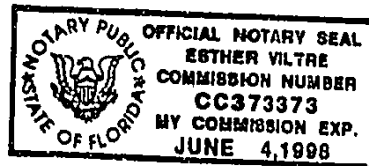
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, appeared LUIS HERRERA, who is (are) to me known to be the person(s) described in and who subscribed to the above Articles of Incorporation, and (s)he did freely and voluntarily acknowledge before me according to law that (s)he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I (we) have hereunto set my (our) hands and my (our) official seal(s), at Coral Gables, Florida, in the said County and State, this 19 day of August, 1997.

Esther Viltre
NOTARY PUBLIC

My commission expires:



CERTIFICATE DESIGNATING (OR CHANGING) 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 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That, **VELOR, INC.**, desiring to organize under the laws
of the State of Florida with its principal office, as indicated in
the articles of incorporation at City of Miami, County of Dade,
State of Florida, has named **CARLOS A. TRIAY**, located at **999 Ponce
de Leon Blvd., Suite 1110, Coral Gables**, County of Dade, State of
Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGEMENT

(Must be signed by designated agent)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: 
Signature of Registered Agent

CRA

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TALLAHASSEE, FLORIDA