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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: V.A.A.C., INC.

AUDIT NUMBER.....H97000016589

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
V.A.A.C., INC.

The undersigned Subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

V.A.A.C., INC.

ARTICLE II - PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

505-S.W. 102nd Avenue
Miami, Florida 33174

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually, and corporate existence shall commence with the filing of these Articles.

ARTICLE IV - NATURE OF BUSINESS

This corporation may transact or engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE V - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a par value of \$1.00 per share.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation shall be 505 S.W. 102nd Avenue, Miami, Florida, 33174, and the name of the initial registered agent of the corporation at that address is Victor A. Cruz

ARTICLE VII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

Prepared By:

Michael G. Bass, Esq.

Michael G. Bass, P.A.

Fla. Bar No. 269141

8900 S.W. 107th Ave., Suite 206

Miami, Florida 33176 (305) 595-9300

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ARTICLE VIII - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash, of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE IX - DIRECTORS

This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is:

VICTOR A. CRUZ
505 S.W. 102nd Avenue
Miami, Florida 33174

ARTICLE X - OFFICERS

The name and address of the initial officer of the corporation, who shall hold office for the first year of the corporation, or until his successors are elected or appointed, is:

PRESIDENT, TREASURER, SECRETARY
VICTOR A. CRUZ
505 S.W. 102nd Avenue
Miami, Florida 33174

ARTICLE XI - INCORPORATORS

The name and address of the Incorporator and Subscriber to these Articles of Incorporation is:

VICTOR A. CRUZ
505 S.W. 102nd Avenue
Miami, Florida 33174

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 3rd day of October, 1997.


VICTOR A. CRUZ

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 3rd day of October, 1997, by VICTOR A. CRUZ, who is personally known to me or who has produced FLA. Driver's Lic. as identification.


NOTARY PUBLIC, STATE OF FLORIDA

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2



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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

I, VICTOR A. CRUZ, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its principal business at the City of Miami, State of Florida, have named Victor A. Cruz, located at 505 S.W. 102nd Avenue, Miami, Florida 33174, as its Agent to accept service of process within Florida.

V.A.A.C., INC.

Dated

10/3/97

By:

VICTOR A. CRUZ

Having been named to accept Service of Process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated

10/3/97

By:

VICTOR A. CRUZ

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