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Vince Sanchez
914 Affonso Ave
Coral Gables, FL 33146

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NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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DIVISION OF CORPORATIONS
97 OCT -6 PM 12:26

10/7/97

ARTICLES OF INCORPORATION
OF
VISA CAPITAL CORP.

FILED
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DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of **VISA CAPITAL CORP.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **VISA CAPITAL CORP.**

ARTICLE II. ADDRESS

The mailing address of the corporation is 914 Alfonso Avenue, Coral Gables, Florida 33146.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these articles of incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 914 Alfonso Avenue, Coral Gables, Florida 33146 and the name of the corporation's initial registered agent at that address is Vicente Sanchez.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporators are Vicente Sanchez and Maria Isabel Sanchez, 914 Alfonso Avenue, Coral Gables, Florida 33146.

The incorporators of the corporation assigns to this corporation their rights under Section 607.0201, Florida Statutes, to constitute a corporation, and they assigns to those persons designated by the board of directors any rights they may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

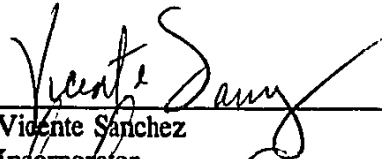
ARTICLE VIII. BYLAWS

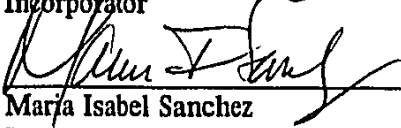
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 30th day of September, 1997.



Vicente Sanchez
Incorporator


Maria Isabel Sanchez
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **VISA CAPITAL CORP.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 914 Alfonso Avenue, Coral Gables, Florida 33146 has named Vicente Sanchez as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 30th day of September, 1997.

By: _____

Vicente Sanchez

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