



**INTERNATIONAL COMPANY  
SERVICES (USA) INC.**

*Providing International Business Consulting Since 1979*

Atlantic Professional Building  
1591 East Atlantic Blvd.  
Suite 200  
Pompano Beach, Florida  
U.S.A. 33060

Telephone: (954) 943-1498  
Facsimile: (954) 943-1499  
E-mail: usa@icsl.com

October 15, 1997

Florida Department of State  
Corporate Records Bureau  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

300002323969--3  
-10/20/97-01070-017  
\*\*\*122.50 \*\*\*122.50

RE: VEGITEC, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of VEGITEC, INC. and a check in the amount of \$122.50 to cover the filing fees and obtain one certified copy of the Articles.

We look forward to hearing from you soon.

Yours truly,

  
Jerry Bakerjian,  
Accountant

**FILED**  
97 OCT 20 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JB/ab  
Enc.

*Bme*  
*10/21/97*

**ARTICLES OF INCORPORATION  
OF  
VEGITEC, INC.**

**FILED**  
97 OCT 20 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a Corporation organized under the laws of the State of Florida, and all rights, duties and obligation of undersigned as Incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I: NAME**

The name of this Corporation shall be:

VEGITEC, INC.

**ARTICLE II: TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless dissolved by action of law.

**ARTICLE III: NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is to do all things which natural persons might or could lawfully do in the premises.

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE IV: CAPITAL STOCKS**

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of One hundred (100) shares, having an individual par value of \$1.00 per share.

Unless otherwise stated in these articles, or in a amendment to these articles, there shall be one (1) class of stock of this Corporation.

**ARTICLE V: INITIAL CAPITAL**

This corporation shall begin business with a capital of not less than ten thousand dollars (\$ 100.00).

**ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Agent: International Company Services (USA), Inc.

Registered Office: 1591 East Atlantic Blvd.  
Pompano Beach, Florida 33060

**ARTICLE VII: ADDRESS**

The principal office of this corporation shall be at:

1591 East Atlantic Blvd.  
Pompano Beach, Florida 33060

This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, and any and all foreign countries and may have one or more offices in any of said places.

**ARTICLE VIII: INCORPORATOR**

The name and address of the incorporator executing these Articles of Incorporation is:

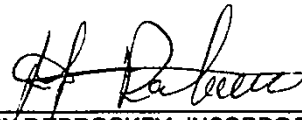
NAME: Harry Debroskey

ADDRESS: 1591 East Atlantic Blvd.  
Pompano Beach, Florida 33060

**ARTICLE IX: INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th. day of October 1997.



HARRY DEBROSKEY, INCORPORATOR

**STATE OF FLORIDA**

**COUNTY OF BROWARD**

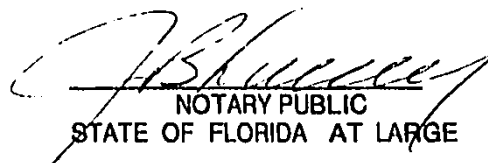
I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:

HARRY DEBROSKEY

to me known to be the person/s described as subscriber/s in and who executed the foregoing articles of incorporation, and he/they acknowledged before me that he/they subscribed to those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th. of October, 1997.

J BAKERJIAN  
My Commission CC370502  
Expires Jun. 06, 1998  
Bonded by HAI  
800-422-1555



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

FILED

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

97 OCT 20 AM 10:45

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
COMPANY SERVICES/ made in the foregoing Articles of Incorporation:  
(USA), INC.

SECRETARY OF STATE  
TAMPA, FLORIDA

Date:

10/15/97

By:

  
Jerry Bakerjian, Managing Director