

P97000100591

JOSE B. PIGNA  
5500 N.W. 106TH COURT  
MIAMI, FLORIDA 33178

September 21st, 1997

EFFECTIVE DATE  
11/20/97

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

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-11/24/97-01130-016  
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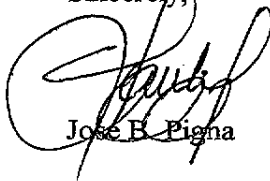
Dear Sirs:

I am enclosing the Articles of Incorporation for **VFD INDUSTRIES, CO.** for you to file and assign a charter number under the Laws of the State of Florida.


I also include a money order made out to Secretary of State for US\$ 122.50 to cover the filling fees.

Should you have any questions regarding this matter, please call (305)599-9340 or write to the address listed above.

Sincerely,

  
Jose B. Pigna

JBP/eg

 GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art 5 + last page  
DATE 11/26/97  
DOC. EXAMINER FM

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TUN-11/26/97

ARTICLES OF INCORPORATION  
OF

VFD INDUSTRIES, CO.

EFFECTIVE DATE

11/20/97

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE 1 - NAME

The name of the corporation is **VFD INDUSTRIES, CO.**

ARTICLE 2 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3 - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 50 all of which shall be common shares with no par value.

ARTICLE 5 - REGISTERED OFFICE

The street address of the initial registered office of the corporation is 3964 Estepona Avenue Miami, Florida, and the name of the initial registered agent at such address is Jose B. Pigna. The Principal Office shall be the same as the Registered Office.

ARTICLE 6 - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE 7 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on November 20th, 1997.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### ARTICLE 8 - INCORPORATOR (S)

The name and address of the Incorporator is:

Jose B. Pigna  
5500 N.W. 106th Court  
Miami, Florida 33178

#### ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

#### ARTICLE 11 - SHAREHOLDERS ACTION

All of the stockholders of the corporation shall be required for any shareholder action.

#### ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

#### ARTICLE 13 - CUMULATIVE VOTING

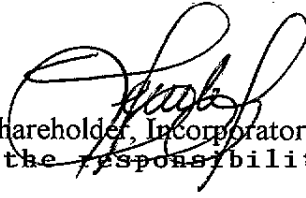
The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than twenty four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

#### ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

A. A shareholder may not transfer, sell, assign, pledge or otherwise dispose of his shares of stock on this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation at a negotiable price and said offer shall remain open to the corporation for a period of thirty days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rate proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the shares may be transferred to the interested outside purchaser at that price.

B. In the event of the death of any shareholder, the corporation shall have first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decedent stock, unless some other value is stipulated by the stockholders and the corporation.

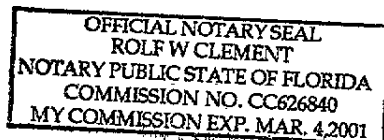
IN WITNESS WHEREOF, I have subscribed by name on November 21st, 1997.

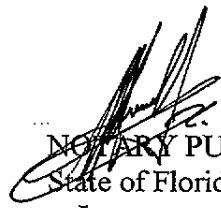
  
Shareholder, Incorporator & Registered Agent  
I accept the responsibilities of Registered Agent.

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary public, personally appeared Jose B. Pigna, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Florida, on November 21st, 1997.



  
NOTARY PUBLIC  
State of Florida  
at Large

My commission Expires: *March 4<sup>th</sup>, 2001*

**FILED**  
97 NOV 24 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA