

P98000012732

TERESA98

FLORIDA DIVISION OF CORPORATIONS  
8:56 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H98000002622 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)561-1025

FAX #:

NAME: V INVESTMENT CORP. AUDIT NUMBER.....H98000002622 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES.....5 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
\$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
98 FEB -9 PM 1:30  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER FEB 9 1998

#78000002652

**ARTICLES OF INCORPORATION OF**  
**V INVESTMENT CORP.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such corporation:

**I**

**NAME, PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION.**

The name of the corporation is V INVESTMENT CORP. The corporation's principal office and mailing address is:

1361 S.W. 82nd Avenue, #1825  
Plantation, FL 33324

**II**

**DURATION**

The period of its duration is perpetual.

**III**

**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**IV**

**CAPITAL STOCK**

The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

**V**

**INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent and office of this corporation is:

Valdemar DaSilva  
1361 S.W. 82nd Avenue, #1825  
Plantation, FL 33324

PREPARED BY & TO BE RETURNED TO:

ROGER S. KOBERT, ESQ.  
FLORIDA BAR NO. 0765295  
SHAPO, FREEDMAN & BLOOM, P.A.  
200 S. BISCAYNE BLVD., SUITE 4750  
MIAMI, FL 33131  
TEL. 305/358-4440

FILED  
98 FEB -9 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#78000002652

1198000002622

VI

**INITIAL DIRECTORS AND OFFICE**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an Amendment of the By-Laws of the corporation in a manner provided by law, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Valdemar DaSilva  
1361 S.W. 82nd Avenue, #1825  
Plantation, FL 33324

Robin S. DeOliveira  
1361 S.W. 82nd Avenue, #1825  
Plantation, FL 33324

VII

**INCORPORATOR**

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

Valdemar DaSilva  
1361 S.W. 82nd Avenue, #1825  
Plantation, FL 33324

VIII

**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IX

**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation) that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio to the number of shares he holds at the time of issue bears to the

1198000002622

H98000002620

total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who did not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issues of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver, submitted by the shareholder to the corporation, within thirty (30) days of receipt of notice from the corporation.

X

#### DIRECTOR'S CONFLICT OF INTEREST

A

No contract of other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its director, or directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or a committee thereof which approves such contracts or transactions, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors: or,

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholder; or,

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

H98000002620

119800002622

**B**

Common or interested directors may be counted in determining the presence of a quorum, at a meeting of the Board of Directors or of a committee which approves such contract or transactions.

**XI**

**INDEMNITY**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in a manner set out and provided for, pursuant to provisions of Section 607.014, Florida Statutes, as amended.

**XII**

**INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XIII**

**DIRECTOR'S AUTHORITY TO FIX COMPENSATION**

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or the By-Laws.

**XIV**

**MEETINGS BY CONFERENCE TELEPHONE**

Members of the board of Directors may participate in special and regular meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

**XV**

**AMENDMENT OF ARTICLES AND BY-LAWS**

Power to adopt, alter, amend, or repeal the Articles of Incorporation and By-Laws of the corporation shall be vested in the Board of Directors.

119800002622

198000003253-


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27 day of January, 1998.

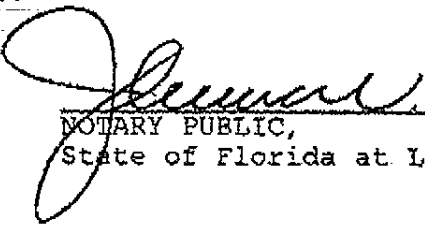
  
\_\_\_\_\_  
VALDEMAR DASILVA, Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF Broward            )

BEFORE ME, the undersigned authority, personally appeared VALDEMAR DASILVA, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of January, 1998.

 JOHN OUELLETTE  
COMMISSION # CC 402464  
EXPIRES AUG 23, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

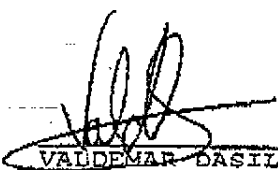
  
\_\_\_\_\_  
NOTARY PUBLIC,  
State of Florida at Large

My commission expires:  
My commission number:

FILED  
98 FEB -9 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at 1361 S.W. 82nd Avenue, #1825, Plantation, Florida 33324, I hereby agree to act in such a capacity and agree to comply with the provisions of § 48.091, Florida Statutes, relevant to keeping open said office.

  
\_\_\_\_\_  
VALDEMAR DASILVA  
Registered Agent

198000005625-