

Charter Number Only

798000017109

2/20/98 Mldre

Duran & Pelati

Requestor's Name

10300 Sunset Drive #465

Address

Miami tel. 33173

City

State

ZIP

Phone

305)412-9191

VALIDATION ONLY

FILED
98 FEB 23 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Vendcomm corp.

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DIVISION OF CORPORATION

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
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☐ Change of Registered Agent
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K. Rolfe FEB 23 1998

CR2E031 (R8-85)

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION
OF
VENDCOMM CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

VENDCOMM CORP.

The principal place of business and mailing address of this corporation shall be :

8306 Mills Dr., #656
Miami, 33183

ARTICLE II

This corporation may engage in or transact any or 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 III

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each having \$ 1.00 par value.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

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

ARTICLE VI

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

Sergio M. Delarosa	President	12410 SW 96 th St Miami, FL 33186
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Carmen Delarosa	Vice-President	830 Amsterdam Avenue, Apt. 5B New York City, NY 10025
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Gabriela Morales

Secretary

12410 SW 96th Street
Miami, FL 33186

ARTICLE VII

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are) :

Sergio M. Delarosa

12410 SW 96th Street
Miami, FL 33186

Gabriela Morales

12410 SW 96th Street
Miami, FL 33186

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these Articles of
Incorporation this 19 day of February 1997

Signature (s) of Incorporator (s)

Sergio M. Delarosa

Gabriela Morales

STATE OF FLORIDA

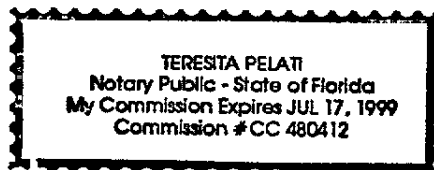
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged and sworn to before me this 19th day of February
1998 by Sergio Dela Rosa Pres. OF VERD COMM CORP. He is personally
known to me and did not take an oath.

Teresita Pelati

Notary Public

(SEAL)



ARTICLE VIII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Sergio M. Delarosa	12410 SW 96 th Street Miami, FL 33186	33.34%
Gabriela Morales	12410 SW 96 th Street Miami, FL 33186	33.33%
Carmen Delarosa	830 Amsterdam Avenue, Apt. #5B New York City, NY 10025	33.33%

ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: VENDCOMM CORP.
2. The name and the address of the registered agent and office is:

GABRIELA MORALES
12410 SW 96TH STREET
MIAMI, FL 33186

SIGNATURE *Sergio M. [Signature]*
(Corporate Officer)
TITLE *President*
DATE *2/19/98*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Gabriela Morales*
(Registered Agent)
DATE *2/19/98*