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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: V.I.P.B., INC.

AUDIT NUMBER.....H98000004016

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
Of
V.I.P.B., INC.**

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation.

ARTICLE I

NAME

The name of this corporation shall be;
V.I.P.B., INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To be engaged in the business of import and export of general merchandise, accessories and supplies.
- b. To conduct and operate any and all other kind of business or affairs authorized by the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be one thousand (1,000) shares, \$1.00 par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

Prepared By: LUIZ PERELRA
2333 BRICKELL AVE.#2217
MIAMI, FL 33129
(305)445-5121

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars, (\$ 500.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless soon dissolved according to the law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at 168 S.E. 1st Street, # 604, Miami, Florida, 33131 with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one and no more than five. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII**DIRECTORS**

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
Luiz Pereira	2333 Brickell Ave. # 2217 Miami, Florida 33129

ARTICLE IX**SUBSCRIBERS**

The names and addresses of the initial subscribers signing these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

NAME	ADDRESS	SHARE	CONSIDERATION
Luiz Pereira	2333 Brickell Ave. # 2217 Miami, Fl. 33129	500	\$ 500.00

ARTICLE X**AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

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ARTICLE XI
REGISTERED AGENT

The name and address of the initial registered agent of
the corporation shall be:

Luiz Pereira
2333 Brickell Ave. # 2217
Miami, Fl. 33129

ARTICLE XII
OFFICERS

The names and addresses of the officers who will serve
until the first election of appointment under these Articles
of Incorporation are:

NAME	ADDRESS	POSITION
Luiz Pereira	2333 Brickell Ave. # 2217 Miami, Fl. 33129	President, Secretary/Treasurer

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IN WITNESS WHEREOF, We the undersigned, being the original subscribers to the capital stock here in above named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares hereinabove mentioned, and hereunto set our hands and seal, this 25th day of FEBRUARY, 1998.

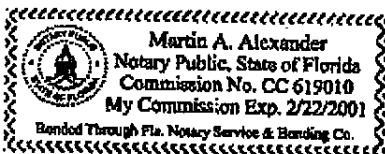

LUIZ PEREIRA

STATE OF FLORIDA)
COUNTY OF DADE)

SS

BEFORE ME, the undersigned authority, personally appeared Luiz Pereira, who is known to me to be the persons described in and who executed the foregoing Articles to be the act and deed of the signer respectively and respectfully, and the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal at MIAMI, Dade County, Florida this 25 day of FEB, 1998.




NOTARY PUBLIC STATE OF
FLORIDA AT LARGE

My Commission Expires

AS per FDL D1635374/2300

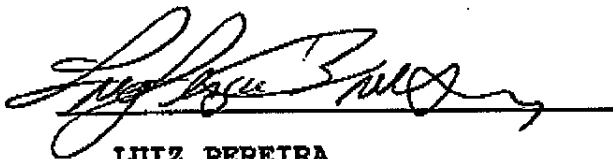
**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First, that V.I.P.B., INC. desiring to organize under the laws of the state of Florida, with its principal place of business at the County of Dade state of Florida, has named Luiz Pereira of 2333 Brickell Ave. # 2217 Miami, Florida 33129, as its agent to accept service of process within the state of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certification, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



LUIZ PEREIRA

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