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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LUIS URIARTE
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: V.M.G. PROPERTY & INVESTMENTS COMPANY
AUDIT NUMBER.....H98000006885
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
V.M.G. Property & Investments Company

EFFECTIVE DATE

4-9-98

Article II. Address

The mailing address of the Corporation is:
V.M.G. Property & Investments Company
3802 NE 207 Street, #2704
Aventura FL 33180

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Victoria Angelica Mederer-Palinginis
3802 NE 207 Street, #2704
Aventura FL 33180

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jennifer Mae Hoberman | FL Bar Member 857459
3530 Mystic Pointe Drive, Suite 2211
Miami FL 33180
305-935-0360

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jennifer Mae Hoberman
3530 Mystic Pointe Drive, Suite 2211
Miami FL 33180

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 9, 1998.

The undersigned incorporator executed these Articles of Incorporation on April 10, 1998.



JENNIFER MAE HOBERMAN
by L.A. Uriarte as attorney-in-fact

Jennifer Mae Hoberman | FL Bar Member 857459
3530 Mystic Pointe Drive, Suite 2211
Miami FL 33180
305-935-0360

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

V.M.G. Property & Investments Company

REGISTERED AGENT/OFFICE:

**Victoria Angelica Mederer-Palinginis
3802 NE 207 Street, #2704
Aventura FL 33180**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



VICTORIA ANGELICA MEDERER-PALINGINIS
by L.A. Uriarte as attorney-in-fact

Date: April 10, 1998

**Jennifer Mae Hoberman | FL Bar Member 857459
3530 Mystic Pointe Drive, Suite 2211
Miami FL 33180
305-935-0360**

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