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1 4/14/98

FLORIDA DIVISION OF CORPORATIONS

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((H9800007059 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: VIPS INTERNATIONAL, INC.

AUDIT NUMBER.....H9800007059

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Bm 4/14/98

ARTICLES OF INCORPORATION  
OF

VIPS INTERNATIONAL, INC.

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

ARTICLE I NAME

The name of the corporation shall be: VIPS INTERNATIONAL, INC.

The principal place of business of this corporation shall be:

10903 S.W. 88 Street #119, Miami, Florida 33186

ARTICLE II NATURE OF BUSINESS

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 CAPITAL STOCK

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

1000 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(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):

JORGE HALAS  
10903 S.W. 88 Street #119  
Miami, Florida 33186

Prepared By: Fast Corp. Agents,  
Michael I. Santucci,  
5201 N.W. 74th Ave.  
Miami, Florida 33166  
(800) 714-6191

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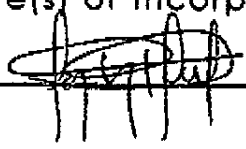
ARTICLE VI INCORPORATOR(S)

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

JORGE HALAS 10903 S.W. 88 Street #119, Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 14th day of April, 1998.

Signature(s) of Incorporator(s)

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

H98000007059

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

VIPS INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

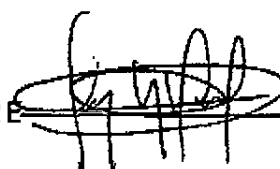
JORGE HALAS 10903 S.W. 88 Street #119

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33186

(CITY/STATE/ZIP)

SIGNATURE



TITLE

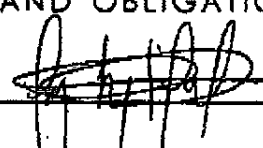
President

DATE

April 14th, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

April 14th, 1998