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5/05/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000008515 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: VICTOR COMPUTER INC.

AUDIT NUMBER.....H98000008515

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

CERT. OF STATUS..1

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB MAY 6 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VICTOR COMPUTER 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: **VICTOR COMPUTER INC.**

The principal place of business of this corporation shall be:
3530 SW 127 AVE MIAMI FLORIDA 33175

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.

100 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 successors(s) is (are) elected, is(are):

**MIGUEL ANGEL FERNANDEZ, PRESIDENT
3530 SW 127 AVE MIAMI FLORIDA 33175**

**DANTE O RUGGIERI, VICE PRESIDENT
3530 SW 127 AVE MIAMI FLORIDA 33175**

**JUAN E DEL POPOLO, SECRETARY
3530 SW 127 AVE MIAMI FLORIDA 33175**

Prepared by: **LATIN AMERICAN 2000
1165 W 49 ST SUITE 208
HIALEAH, FL 33012-3373
(305)826-6518**

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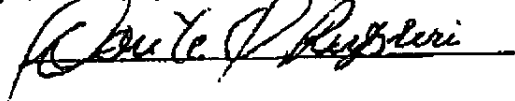
ARTICLE VI INCORPORATOR(S)

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

DANTE O RUGGIERI, VICE PRESIDENT
3530 SW 127 AVE MIAMI FLORIDA 33175

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 05 day of May, 1998.

Signature(s) of Incorporator(s)



H98000008515

**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:
VICTOR COMPUTER INC.

2. The name and address of the registered agent and office is:
**DANTE O. RUGGIERI, VICE PRESIDENT
3530 SW 127 AVE**

(P.O. BOX NOT ACCEPTABLE)

MIAMI FLORIDA 33175

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

Dante O. Ruggieri

TITLE: VICE PRESIDENT

DATE

05-05-98

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

Dante O. Ruggieri

DATE

05-05-98