

CHARLES B. CADY ASSOCIATES, INC.

ACCOUNTING • TAXES • BUSINESS SERVICES

CHARLES B. CADY
ENROLLED TO REPRESENT TAXPAYERS
BEFORE THE INTERNAL REVENUE SERVICE

4431 DAVIE ROAD - SUITE 121 • DAVIE, FL 33314 • (305) 791-6639

P 98 0000 44830

May 11, 1998

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***122.50 ***122.50

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Viera-Osborn Corporation

Dear Sirs:

Enclosed are two copies of Certificate of Incorporation for the above.

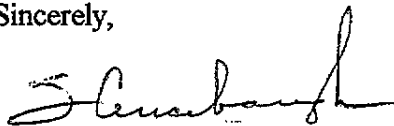
Also enclosed is a check payable to Secretary of State in the amount of \$122.50 for the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	\$35.00

Please mail the completed Corporation Papers to me at the address below.

Thank you very much.

Sincerely,



Sandra Cencebaugh
4431 Davie Rd., #121
Davie, FL 33314

Enclosure

cc: file

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98 MAY 15 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. OESSER

MAY 19 1998

**CERTIFICATE OF INCORPORATION
OF
VIERA-OSBORN CORPORATION**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

Article I

The name of this Corporation shall be **VIERA-OSBORN CORPORATION**.

Article II

The Corporation may engage in the activity of retail trade and related activities as permitted under the laws of the United States and of the State of Florida.

Article III

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of one (\$1.00) dollar per share.

Article IV

The amount of capital with which this corporation will begin business shall be the sum of not less than One Hundred (\$100.00) dollars.

Article V

This corporation shall exist perpetually unless sooner dissolved according to law.

Article VI

The initial street address of the principal office of the corporation shall be:

190 Lakeview Dr., #102
Weston, Florida 33326

Article VII

The number of Directors of this corporation shall be at least one (1) and not more than five (5).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VIII

The name and street address of the member(s) of the first Board of Directors of this corporation is as follows:

Leopoldo Viera
190 Lakeview Drive, #102
Weston, Florida 33326

Mary Carolina Viera
190 Lakeview Drive, #102
Weston, Florida 33326

Article IX

The name and street address of the person signing these Articles of Incorporation as subscribed is as follows:

Leopoldo Viera
190 Lakeview Drive, #102
Weston, Florida 33326

Article X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

Article XI

The street address of the initial registered office of the corporation shall be 4431 Davie Road, Suite 121, Davie, Florida, 33314, and the name of the initial registered agent of the corporation at that address is Sandra Cencebaugh.

In witness whereof, the undersigned, Leopoldo Viera, being a natural person, competent to contract, has hereunto set his/her hand and seal this 13th day of may, 1998.



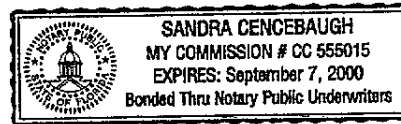
State of Florida

County of Broward

Before me, the undersigned Notary Public of the State of Florida, personally appeared Leopoldo Viera, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 13th day of May, 1998

Sandra Cencebaugh
Notary Public, State of Florida



**Certificate Designating Place of Business or Domicile
for the Service Within this State
Naming Agent Upon Whom Process May be Served**

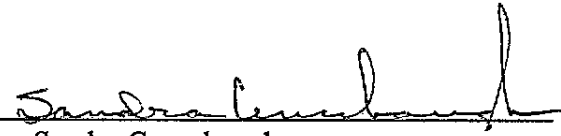
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that **Viera-Osborn Corporation**, desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Weston, county of Broward, State of Florida, has named Sandra Cencebaugh, 4431 Davie Road, Suite 121, Davie, Florida 33314, as its agent to accept services of process within this State.

Acknowledgement

Having been named to accept services of process for the above stated corporation, at the place designated in this certification, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

BY: _____


Sandra Cencebaugh

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TALLAHASSEE, FLORIDA