

LAW OFFICE

Pedro F. Martell, P.A.

SUITE 319
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Coral Gables, Florida 33134

TELEPHONE (305) 446-3400

798000047608

May 22, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Our File No. 98-40
VIMISA INC.

600002535446--9
-05/26/98--01098--007
*****70.00 *****70.00

Dear Sir:

Enclosed please find ARTICLES OF INCORPORATION duly signed and notarized, together with Resident Agent's Certificate on behalf of: VIMISA INC.

Also enclosed please find our Trust Account Check No. 4712, payable to the Department of State in the sum of \$70.00 in payment of the corresponding corporation fees.

Thank you for your cooperation in this matter.

Very truly yours,

Elia M. Rodriguez
Elia M. Rodriguez
Legal Assistant

:emr
Encs.

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98 MAY 26 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/28/98

ARTICLES OF INCORPORATION

OF

VIMISA INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is: **VIMISA INC.**

ARTICLE II

This corporation shall have perpetual existence beginning on date of incorporation.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be **100** shares of common stock, with a par value of **\$1.00** per share.

ARTICLE V

The street address of the initial principal office of this corporation shall be: **1051 Washington Avenue, Miami Beach, Florida, 33139** or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be: **MIGUEL A. SANCHEZ**, whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and not more than 5, as shall from time to time be designated in the By-Laws of

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this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

DIRECTORS

Names

Addresses

MIGUEL A. SANCHEZ

1900 So. Treasure Dr., #1R
North Bay Village, FL 33141

ARTICLE IX

The names and street addresses of each incorporator of this corporation is:

MIGUEL A. SANCHEZ

1900 So. Treasure Dr., #1R
North Bay Village, FL 33141

ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the stockholders or the directors at any regular or duly scheduled special meeting.

ARTICLE XI

This corporation shall have, in addition to a President, Vice-President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

Every person who now is or hereafter shall become a director of this corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceeding, of whatever nature, to which he is or shall be made a party by reason of his being or having been a director of the corporation (whether or not he is a director of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him as such director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE XIV

This corporation elects to have preemptive rights. The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 20th day of May, 1998.

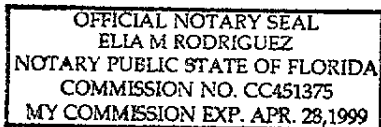
MIGUEL A. SANCHEZ
Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of May, 1998 by **Miguel A. Sanchez**, who produced a State of Florida driver's license as identification.

My Commission Expires:

Elia M. Rodriguez
Notary Public, State of
Florida at Large.




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS 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:

That VIMISA INC., desiring to organize under the laws of the State of Florida, and with its principal registered office, as indicated in the Articles of Incorporation, at the City of Miami Beach, County of Miami-Dade, State of Florida, has named MIGUEL A. SANCHEZ, located at 1051 Washington Avenue, at the City of Miami Beach, County of Miami-Dade, State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

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



MIGUEL A. SANCHEZ
Registered Agent