

P98000053586

May 13, 1998

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

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-06/12/98--01074--003  
\*\*\*\*122.50 \*\*\*\*122.50

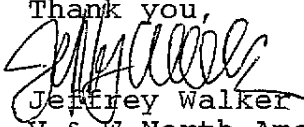
Re: V & W North America, Inc.

Dear Sir:

Enclosed please find the originally executed Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 made payable to the "Secretary of State" in payment of all filing fees.

Please return the certified copy of the Articles of Incorporation to the undersigned.

Thank you,

  
Jeffrey Walker

V & W North America, Inc.

encl ck

FILED  
98 JUN 12 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
V & W NORTH AMERICA, INC.

ARTICLE I

The name of this Corporation is: V & W North America, Inc.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This Corporation is authorized to issue 1,000 shares of common stock, no par value.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: 14230 NE 18th Avenue, North Miami, FL 33161.

#### ARTICLE VII

The name of the initial registered agent of this Corporation is: Jeffrey Walker the address of the initial registered office of this Corporation is: 2244 Fisher Island Drive, Fisher Island, FL 33109.

#### ARTICLE VIII

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is:

Jeffrey Walker  
2244 Fisher Island Drive  
Fisher Island, FL 33109

#### ARTICLE IX

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

#### ARTICLE X

No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer or are the directors or officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which this Corporation is interested in, and no contract, act or transaction with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director or directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a

director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be anywise interested.

#### ARTICLE XI

The name and address of the incorporator of this Corporation is Jeffrey Walker, 2244 Fisher Island Drive, Fisher Island, FL 33109.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 13 day of May, 1998.

  
Jeffrey Walker  
Incorporator

STATE OF FLORIDA


)  
)  
) S.S.

COUNTY OF

)  
)

Before me, a notary public authorized to take acknowledgments in the State and County set above, personally appeared Jeffrey Walker who has produced the following identification Florida Drivers License #W426-436-71-029-0 and who did take an oath, and who is known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal in the State and County aforesaid, this 13 day of May, 1998.

  
Notary Public  
State of Florida at Large

My commission expires:

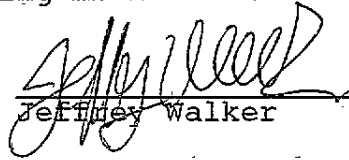


RICHARD L LEDERMAN  
My Commission CC487482  
Expires Jun. 19, 1999  
Bonded by HAI  
800-422-1555

ACCEPTANCE OF APPOINTMENT

OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

  
Jeffrey Walker

FILED

98 JUN 12 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA