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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~XXXX~~ ~~XXXXXXXX~~ Eng

PHONE: (305)672-0686

FAX #: (305)672-9110

VM Production, Inc.

NAME: ~~ENG, INC.~~

AUDIT NUMBER.....H98000014629

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
VM Production, Inc.

Article II. Address

The mailing address of the Corporation is:
VM Production, Inc.
2939 Indian Creek Dr. Suite #302
Miami Beach FL 33140

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Carlos Manuel Martin
2939 Indian Creek Dr. Suite #302
Miami Beach FL 33140

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Carlos Manuel Martin

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Maite Hoyos 1 FL Bar Member 849553
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131
305-371-2132

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Maite Hoyos
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 12, 1998.

The undersigned incorporator executed these Articles of Incorporation on August 12, 1998.



MAITE HOYOS

by G.K. Kuroda as attorney-in-fact

Maite Hoyos | FL Bar Member 849553
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131
305-371-2132

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

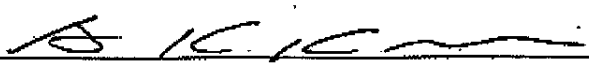
CORPORATION:

VM Production, Inc.

REGISTERED AGENT/OFFICE:

**Carlos Manuel Martin
2939 Indian Creek Dr. Suite #302
Miami Beach FL 33140**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CARLOS MANUEL MARTIN
by G.K. Kuroda as attorney-in-fact

Date: August 12, 1998.

**Maite Hoyos | FL Bar Member 849553
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131
305-371-2132**

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