

P98000074667



ACCOUNT NO. : 072100000032

REFERENCE : 941197 133729A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : August 26, 1998

ORDER TIME : 1:13 PM

ORDER NO. : 941197-005

CUSTOMER NO: 133729A

300002625963--7

CUSTOMER: Ms. Barbara Piccione
MOISES KABA, III, ESQ.

1800 S.w. Eighth Street

Miami, FL 33135

DOMESTIC FILING

NAME: V & B DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 3:55

98 AUG 26 PM 2:44
DIVISION OF INCORPORATION
98/11/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 26 PM 3: 55

ARTICLES OF INCORPORATION
OF
V & B DEVELOPMENT, INC.

I, the undersigned natural persons competent to contract acting as incorporators of a corporation under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is: V & B DEVELOPMENT, INC.

ARTICLE II
PURPOSE

The general nature of the business to be transacted is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of any kind, class or series, shall have the preemptive right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than (\$500.00).

ARTICLE VI
CORPORATE EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VII
PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is 905 Brickell Bay Drive, Suite 1821, Miami, Florida 33131.

ARTICLE VIII
NUMBER OF DIRECTORS

The number of directors of the corporation shall be set from time to time by the By-Laws, but shall be at least one (1).

ARTICLE IX
FIRST BOARD OF DIRECTORS

The name and street address of the member of the first board of director of the corporation is as follows:

MILAGROS BONETTI
905 Brickell Bay Drive
Suite 1821
Miami, Florida 33131

VICTOR PICHES
905 Brickell Bay Drive
Suite 1821
Miami, Florida 33131

ARTICLE X
SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation is:

VICTOR PICHES
905 Brickell Bay Drive
Suite 1821
Miami, Florida 33131

ARTICLE XI
INITIAL RESIDENT AGENT AND ADDRESS

The street address of the initial registered agent of this corporation and address are:

VICTOR PICHS
905 Brickell Bay Drive
Suite 1821
Miami, Florida 33131

ARTICLE XII
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XIII
BY LAWS

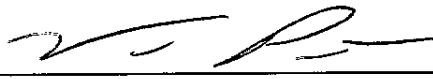
The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XIV
INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the corporation

to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

IN WITNESS WHEREOF, we do make and subscribe these Articles of Incorporation this 25th day of August, 1998.

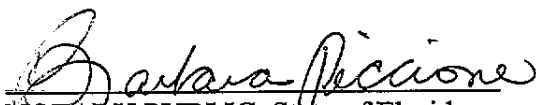


VICTOR PICHS

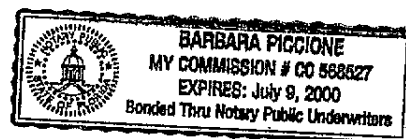
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid to take acknowledgments, personally appeared, VICTOR PICHS, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in Miami, Dade County, Florida, this 25th day of August, 1998



NOTARY PUBLIC, State of Florida



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 3:55

ACKNOWLEDGMENT BY REGISTERED AGENT

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 provision of said Act relative to keeping open said office.

By: 
VICTOR PICHHS