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TO: DIVISION OF CORPORATIONS

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NAME: VINCE INSTALLATION, INC.

AUDIT NUMBER.....H98000016130

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

CERT. OF STATUS..0

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/28/98

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**ARTICLES OF INCORPORATION  
OF  
VINCE INSTALLATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) hereby forms the following corporation under the laws of the State of Florida:

**ARTICLE I**

**NAME**

The name of this corporation is **VINCE INSTALLATION, INC.**

**ARTICLE II**

**PURPOSE**

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to issue is **100 shares** of common stock. Said shares shall be of a single class and shall have a par value of **\$1.00**.

Prepared by:  
Harold P. Kravitz, Attorney  
7600 W. 20 Ave. #223  
Hialeah, Florida 33016  
Fla. Bar # 044392  
(305) 558-5300

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ARTICLE IV

TERM OF EXISTENCE

This Corporation is to exist perpetually as permitted by the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial registered office of this corporation shall be:

**Vicente J. Riopedre  
7884 N.W. 176 Street  
Miami, FL 33015**

ARTICLE VI

DIRECTORS

This corporation shall have **two (2) directors** initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but number shall never be less than one (1). The name and street address of the initial directors of the corporation are:

**Vicente J. Riopedre**

**7884 N.W. 176 Street  
Miami, FL 33015**

**Maritza Riopedre**

**7884 N.W. 176 Street  
Miami, FL 33015**

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**ARTICLE VII**

**OFFICERS**

The names and addresses of each of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

<b>Vicente J. Riopedre, President</b>	<b>7884 N.W. 176 Street Miami, FL 33015</b>
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<b>Maritza Riopedre Vice-President, Secretary</b>	<b>7884 N.W. 176 Street Miami, FL 33015</b>
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**ARTICLE VIII**

**INCORPORATORS**

The name and street address of the incorporator(s) are:

<b>Vicente J. Riopedre</b>	<b>7884 N.W. 176 Street Miami, FL 33015</b>
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<b>Maritza Riopedre</b>	<b>7884 N.W. 176 Street Miami, FL 33015</b>
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**ARTICLE IX**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his others.

**ARTICLE X**

**CUMULATIVE VOTING**

At each election for Directors, cumulative voting by Shareholders as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

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ARTICLE XI

THE ADDRESS OF THE CORPORATION:

7884 N.W. 176 Street  
Miami, Florida 33015

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign an written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set hands and seals this 28<sup>th</sup> day of August, 1998.

By Vicente Riopedre  
Vicente J. Riopedre

By Maritza Riopedre  
Maritza Riopedre

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of August, 1998 by VICENTE J. RIOPEDRE AND MARITZA RIOPEDRE, who have executed the foregoing instrument and produced identification and who did take an oath.



Sandra B. Talamo  
NOTARY PUBLIC

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation,  
at the place designed in these Articles, I hereby accept this appointment and agree to  
comply with the keeping open said office.

BY Vicente Riopedre  
VICENTE J. RIOPEDRE

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TALLAHASSEE, FLORIDA

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