

(((H98000019973 0)))

DIVISION OF CORPORATIONS TO:

FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VIAL INC,
AUDIT NUMBER.....H98000019973
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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October 28, 1998

EMPIRE

SUBJECT: VIAL INC. REF: W98000024386

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same The name designated in your document is unavailable since it is the same, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE NAME CONFLICT IS VIAL CORPORATION DUC \$522947.

If you have any further questions concerning your document, please call (850) 487-6057.

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ARTICLES OF INCORPORATION

ΟP

VIC ALE INC.

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: VIC ALE INC.

ARTICLE II

The principal place of business and mailing address of the corporation shall be: 131 Madeira Ave. Coral Gables Fl. 33134

ARTICLE III

This corporation may engage in any act or business permitted under the laws of the State of Florida.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of the par value of one dollar (\$1.00) per share.

ARTICLE V

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall perpetually thereafter be in existence unless sooner dissolved by and in accordance with Florida law-

PREPARED BY: GILBERT CONTRERAS, Esq. 1461 PONCE DE LEON BLVD., PH I CORAL GABLES, FLA. FLA. BAR NO: 0008265 PHONE: 305-442-1942 33134

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ARTICLE VI

The name and address of the initial registered agent is:

GILBERT CONTRERAS, ESQ. PN-I

1401 PONCE DE LEÓN BLVD. CORAL GABLES, FLA. 33134

ARTICLE VII

The name and street address of the incorporator to these Articles of Incorporation is:

GILBERT CONTRERAS, ESQ.

PH-I

1401 PONCE DE LEON BLVD. CORAL GABLES, FLA. 33134

ARTICLE VIII

The names and addresses of the members of the first Board of Directors is:

Georgina Frats Shelton 131 Madeira Ave. Coral Gables Fl. 33134

ARTICLE IX

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the Corporation and any one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the board of directors, the interested director is to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE X

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The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation

on this 27 day of August, 1998.

GILBERT A. CONTRERAS, ESQ.

STATE OF FLORIDA

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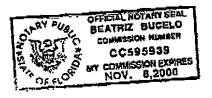
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, GILBERT A. CONTRERAS ESQ., the party to the foregoing Articles of Incorporation, known to me to be the person who executed the same freely and voluntarily and that the facts stated therein are truly set forth.

WITNESS my hand and seal at Miami, County of Dade, State of Florida on this 27 day of October, 1998.

My commission expires:

Notary Public



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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that, VIC ALR INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named GILBERT CONTRERAS, located at 1401 PONCE DE LEON BLVD, PH-1, CORAL GABLES, FLA. 33134, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND/I AM PAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Registered Agent

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SECRETARY OF STATE
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