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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: V. P. R. ONE, INC.

AUDIT NUMBER.....H98000021829

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

V. P. R. ONE, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

V. P. R. ONE, INC.

The principal place of business is:

2299 S.W. 37TH AVENUE, 4TH FLOOR

MIAMI, FL 33145

ARTICLE II . DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

1. Of transacting any and all business permitted under the laws of the United States and under the laws of the State of Florida.

2. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including chooses in action, either as owner, broker, agent or factor.

THIS INSTRUMENT WAS PREPARED BY:

RICHARD A. PEREZ, ESQUIRE

330 S.W. 27th Avenue, Suite 609

Miami, Florida 33135

Telephone: (305) 644-3377

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3. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limits as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stocks for any lawful purposes, including the acquisition of any other entity.

4. To engage in any and all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at one (\$1.00) dollars par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2299 S.W. 37TH AVENUE, 4TH FLOOR, MIAMI, FL 33145, and the name of the initial registered agent of this corporation at that address is: TONY YIP.

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or decreased by the By-Laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
VICENTE PEREZ RECAO, President	Avenida Francisco Miranda, Edificio Parque Crystal, Torre Oeste, Piso Seis, Oficina 6-1, Los Palos Grandes, Caracas, Venezuela 1060
ODETTE PEREZ RECAO, Vice President	Avenida Francisco de Miranda, Edificio Parque Crystal, Torre Oeste, Piso Seis, Oficina 6-1, Los Palos Grandes, Caracas, Venezuela 1060
ISAAC PEREZ RECAO, Secretary	Avenida Francisco de Miranda, Edificio Parque Crystal, Torre Oeste, Piso Seis, Oficina 6-1, Los Palos Grandes, Caracas, Venezuela 1060

ARTICLE VIII. INCORPORATION

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
VICENTE PEREZ RECAO, President	Avenida Francisco de Miranda, Edificio Parque Crystal, Torre Oeste, Piso Seis, Oficina 6-1, Los Palos Grandes, Caracas, Venezuela 1060
ODETTE PEREZ RECAO, Vice President	Avenida Francisco de Miranda, Edificio Parque Crystal, Torre Oeste, Piso Seis, Oficina 6-1, Los Palos Grandes, Caracas, Venezuela 1060
ISAAL PEREZ RECAO, Secretary	Avenida Francisco de Miranda, Edificio Parque Crystal, Torre Oeste, Piso Seis, Oficina 6-1, Los Palos Grandes, Caracas, Venezuela 1060

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

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ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of November, 1998.


VICENTE PEREZ RECAO


ODETTE PEREZ RECAO


ISAAC PEREZ RECAO

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME the undersigned authority personally appeared Vicente Perez Recao, Odette Perez Recao and Isaac Perez Recao, known to me to be the persons who executed the Articles of Incorporation of V. P. R. ONE, INC., and have acknowledged before me that they have executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal at Miami, Dade County, Florida, this 20 day of November, 1998.


NOTARY PUBLIC

My commission expires:



Richard A Perez
My Commission CC579532
Expires Aug. 25, 2000

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Having been named to accept service of process for V. P. R. ONE, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 11-20-98SIGNATURE: *Antonio Yip*

RESIDENT AGENT

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