



THE UNITED STATES CORPORATION COMPANY

P9900003463

FILED
99 APR 12 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 201949 142945A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : April 12, 1999
ORDER TIME : 3:14 PM
ORDER NO. : 201949-005
CUSTOMER NO: 142945A

CUSTOMER: Mr. Robert Tememe
JURIS-CONSULTANTS, INC.
JURIS-CONSULTANTS, INC.
5770 S.w. 55th Street
Miami, FL 33155

800002837228--4
-04/13/99--01001--019
*****70.00 *****70.00

DOMESTIC FILING

NAME: VANTAGE INTERNATIONAL INVESTMENTS, 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: Maria Stephens

EXAMINER'S INITIALS:

RECEIVED
99 APR 12 PM 3:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W99 PH 8617
4/15/99 ✓



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 13, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: VANTAGE INTERNATIONAL INVESTMENTS, INC
Ref. Number: W99000008647

RESUBMIT

Please give original
submission date as file date.

We have received your document for VANTAGE INTERNATIONAL INVESTMENTS, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 699A00018401

RECEIVED
99 APR 15 AM 11:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VANTAGE INTERNATIONAL INVESTMENTS, INC

FILED
99 APR 12 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

VANTAGE INTERNATIONAL INVESTMENTS, INC

ARTICLES II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is:

Real estate investments, development, renovation, management, general business; investments; etc.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is TWO THOUSAND (2000) shares of common stock having a nominal of \$0.01 par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which the corporation will begin business is: TWO HUNDRED (\$200.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the initial office of this corporation in the state of Florida is:

1717 N. Bayshore Dr., #2954, Miami, FL 33132

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have ^{TWO}~~three~~ Directors initially.

The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS

The name and post office addresses of the members of the first Board of Directors and first officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jean-Claude Lattes	1717 N. Bayshore Dr., #2954, Miami, FL 33132	President/Sec/Director
Romain Pigeon	1717 N. Bayshore Dr., #2246, Miami, FL 33132	VP/Treasurer/Director

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jean-Claude Lattes	1717 N. Bayshore Dr., #2954, Miami, FL 33132
Romain Pigeon	1717 N. Bayshore Dr., #2246, Miami, FL 33132

ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII. AMENDMENTS

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 stockholders' Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ~~21~~ 6th day of April, 1999.

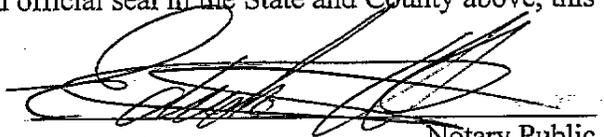


Jean-Claude Lattes
Incorporator

STATE OF FLORIDA)
) S.S
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the County and State above to take acknowledgments, personally appeared Jean-Claude Lattes to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this
APRIL day of *06th*, 1999.



Notary Public
State of Florida at Large


NOTARY PUBLIC
EDUARDO ROSE
My Commission CC526083
Expires Mar. 18, 2000 *P.R.*
My Commission Expires:


NOTARY PUBLIC
EDUARDO ROSELLO
My Commission CC526083
Expires Mar. 18, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE 99

FILED

APR 12 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, 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.

1. The name of the Corporation is:

VANTAGE INTERNATIONAL INVESTMENTS, INC

2. The name of the Registered Agent and address of the Registered Office is:

CORPORATION SERVICE COMPANY

1201 Hays Street

Tallahassee, FL 32301

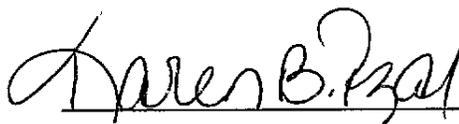


Jean-Claude Lattes

Title: President/Director/Incorporator

Date: March 19, 1999

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 that 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 familiar with and accept the obligation of my position as Registered Agent.



By: **Karen B. Rozar, As Its Agent** , Registered Agent