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**9900041206**

**LEZARUS CORPORATE FILING SERVICE, INC.**

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. **VEMI PARTNERS GROUP, CORP.**  
(Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #) **300002865033-6**

3. \_\_\_\_\_ (Corporation Name) (Document #) **-05/06/99-01039-022**

4. \_\_\_\_\_ (Corporation Name) (Document #) **\*\*\*\*\*78.75**

- Walk in
- Pick up time **2:00**
- Mail out
- Will wait
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- Certified Copy
- Certificate of Status

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 MAY -6 PM 1:47

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*AS*

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
99 MAY -6 AM 11:21

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
VEMI PARTNERS GROUP, CORP.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt and declare the following:

ARTICLE I - NAME

The name of this corporation is:

VEMI PARTNERS GROUP, CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence

ARTICLE III - PURPOSE.

The corporation may engage in any business permitted under the laws of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of No par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT.

The name and street address of the initial registered agent of this corporation is: PEDRO P. MICHELENA  
141 N.W. 25th Ave. Miami, Fl. 33125

The address of the principal office of this corporation is  
512 N.W. 26th Ave. Miami, Fl. 33125.

ARTICLE VI - INITIAL BOARD OF DIRECTORS.

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

PEDRO P. MICHELENA PRESIDENT DIRECTOR  
141 N.W. 25th Ave. Miami, Fl. 33125

ARTICLE VII - LAWS.

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

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TALLAHASSEE FLORIDA

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ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act

ARTICLE IX - INCORPORATOR (S)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of May 19 99

The name and addresses of the person(s) signing these Articles is (are)

141 N.W. 25th Ave.  
Miami, Fl. 33125

NAME PEDRO P. MICHELENA

ADDRESS

NAME

ADDRESS

NAME

ADDRESS

ACCEPTANCE BY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

99 MAY 7  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DATED THIS 5th DAY OF May 1999

ACCEPTANCE

Name of Resident Agent

PEDRO P. MICHELENA

141 N.W. 25th Ave.  
Miami, Fl. 33125

Address