

P99000105461

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 DEC -6 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
30000304966349
-11/19/99--01061--016
*****87.50 *****87.50

SUBJECT: VBINNS INCORPORATED
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy

☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: ALFONSO ROSADA & VANESSA BINNS-ROSADA
Name (Printed or typed)

2269 S.W. 23rd Street
Address

Miami, FL 33145
City, State & Zip

(305) 260-4934 / 305 358-6626
Daytime Telephone number

1812589, 2553, 411, 4550
12/4/99 - 26953

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 23, 1999

ALFONSO POSADA
2269 S.W. 23RD STREET
MIAMI, FL 33145

SUBJECT: VBINNS INCORPORATED
Ref. Number: W99000026953

We have received your document for VBINNS INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 299A00056059

Articles of Incorporation
of

VBINNS INCORPORATED.

The undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract, hereby forms a corporation for-profit under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

VBINNS Incorporated is the name of the corporation.

Article II.

This corporation shall have perpetual existence.

Article III.

This corporation is organized for the purpose of engaging in:

- a) To sell, distribute photographic products
- b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, whenever situated.
- c) Import and export of goods.
- d) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- e) To lend money to, and use its credit to assist its officers and employees in accordance with S. 607.141.
- f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals.
- g) To make contracts and guarantees and incur liabilities, borrow money at such rate of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any obligations by mortgage or pledge of all or any of its property, franchise and income.
- g) To lend money for its corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

Article IV

This corporation has the power:

a) To sue and be sued, complain and defend in its corporate name in all actions and proceedings.

b) To conduct its business, carry on its operations, and have officers and exercise the power granted by its act within or without this state.

c) To elect or appoint officers and agents of the corporation and define their duties and fix their compensations.

d) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

e) To make donations for the public welfare or for charitable, scientific or educational purposes.

g) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, or other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

h) To provide insurance for its benefits on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

I) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

Article V

This corporation shall have power to create and issue one hundred (100) shares. The par value of all such shares is US 1.00.

Article VI

The street address of the initial registered office of this corporation is.

2269 S.W. 23 Street
Miami, Florida 33145

The principal place of business is the same as the registered office.

Article VII

The number of the members of the initial board of directors shall be two (2). The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders, but shall never be less than one (1). The name of each initial director of the corporation and their addresses are:

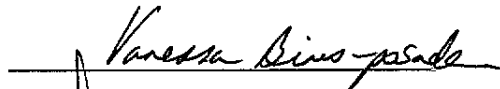
President : Vanessa Binns-Posada
Vice-President : Alfonso Posada
Treasurer : Alfonso Posada
Secretary : Vanessa Binns-Posada

Article VIII

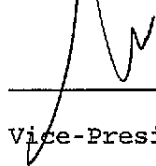
The name and address of the persons signing these articles are:

Name	Address
Vanessa Binns-Posada	2269 S.W. 23 rd Street, Miami, Fl 33145
Alfonso Posada	2269 S.W. 23 rd Street, Miami, Fl 33145

IN WITNESS WHEREOF, we have hereunto set our hands this
November 15, 1999.



President



Vice-President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 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.

1 The name of the corporation is: VBINNS INCORPORATED

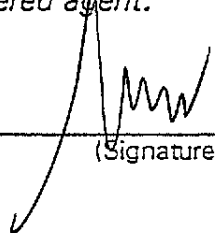
2. The name and address of the registered agent and office is:

ALFONSO POSADA
(Name)

2269 S.W. 23rd Street
(P.O. Box not acceptable)

Miami, FL 33145
(City/State/Zip)

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 familiar with and accept the obligations of my position as registered agent.


(Signature)

Nov. 30, 1999
(Date)