P02000033671

**VestAmerica, Inc.**
2360 W. 68 St. #126
Hialeah, Fla. 33016
(305)-828-2824

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

400005136334--5
-03/20/02--01039--005
*****86.50 *****86.50

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******1.00 ******1.00

Dear Sir/Madam:

Enclosed, please find a money order in the amount of $86.50 and one for $1.00, for a total of $87.50 representing the filing fee, designation of Registered Agent, Certified Copy and Certificate of Status fees for VestAmerica, Inc.

If you have any questions please feel free to contact us at the above address or phone number.

EFFECTIVE DATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 20 PM 3:48

Sincerely Yours:

Michael Palma

cc:file

Michael
3/27

3-27-02

EFFECTIVE DATE



# ARTICLES OF INCORPORATION FOR VESTAMERICA, INC.

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

## I

## NAME OF THE CORPORATION

The name of the corporation shall be, VestAmerica, Inc., whose address is 2360 W. 68 St. #126 Hialeah, Fla. 33016.

## II

## COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on MARCH 14, 2002 and shall exist thereafter perpetually until dissolved by law.

## III

## PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

## IV

## CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock, all of one class, at $1.00 per share par value.

## V

## REGISTERED AGENT

The office of this Corporation's initial registered office is 2360 W. 68 St. #126, Hialeah, Fla. 33016, and the registered agent is Michael Palma.

## VI

## Incorporator

The name and address of the incorporator are as follows:

Michael Palma
8639 N.W. 2 Lane
Miami, Fla. 33126

Joaquin Obeso
8625 N.W. 8 St. #310
Miami, Fla. 33126

## VII

## Board of Directors

All the corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one. The names and address of the initial Directors of this Corporation is:

Michael Palma
8639 N.W. 2 Lane
Miami, Fla. 33126

Joaquin Obeso
8625 N.W. 8 St. #310
Miami, Fla. 33126

## VIII

## Informal shareholder action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the Corporate records.

## IX

## Informal Director Action

If all the Directors severally or collectively consent in writing to any action taken by the Corporation, and the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this Eleventh day of March, 2002.

**Michael Palma,** Incorporator

**Joaquin Obeso,** Incorporator

**Michael Palma,** Registered Agent

**State of Florida**
**SS:**
**County of Dade**

**BEFORE ME**, the undersigned authority, personally appeared Michael Palma and Joaquin Obeso who is tome well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF,** I have hereunto set my hand and seal at Miami in the said County and State this Eleventh day of March, 2002.

**NOTARY PUBLIC**
**State of Florida at Large,**

**My commission expires:**

NOTARY PUBLIC
Gilda M. Padilla
MY COMMISSION # CC740373 EXPIRES

**ACCEPTANCE BY REGISTERED AGENT**
**OF**
**VESTAMERICA, INC.**

I, Michael Palma, as the registered agent of **VESTAMERICA, INC**, a Florida Corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

**REGISETERED AGENT:**

**MICHAEL PALMA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 20 PM 3:48

**STATE OF FLORIDA**
**SS:**
**COUNTY OF DADE**

**BEFORE ME,** the undersigned authority, personally appeared **MICHAEL PALMA** to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF,** I have hereunto set my hand and seal at Miami in the said County and State, this Eleventh day of March, 2002.

Gilda M. Padilla

**NOTARY PUBLIC**
**State of Florida at Large,**

**My commission expires:**

Gilda M. Padilla
MY COMMISSION # CC740373 EXPIRES
August 1, 2002
BONDED THRU TROY FAIN INSURANCE, INC.