

P05000133734

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000231368 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : Florida Research & Filing Services, Inc.
Account Number : I20030000083
Phone : (850) 656-6446
Fax Number : (850) 942-6446

FILED
2005 SEP 29 P 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

VFM MERGERSUB, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

9-30-05
111

FILED
2005 SEP 29 P 2:40
H05000231368
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VFM MERGERSUB, INC.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

Article I: The name of the Corporation shall be VFM Mergersub, Inc.

Article II: The principal place of business and mailing address of the Corporation shall be 3841 Green Hills Village Drive, Nashville, Tennessee 37215.

Article III: The purpose or purposes for which the corporation is organized is to engage in any lawful business for which a corporation may be organized pursuant the Act.

Article IV: The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100, all of which are without par value and classified as Common shares.

Article V: The undersigned shall hold an organizational meeting to elect initial officers and directors for the Corporation, as provided for in Section 607.0205(b) of the Act.

Article VI: The name and street address of the initial registered agent for the Corporation is NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Act, is set forth following the signature of the incorporator and is made a part hereof.

Article VII: The name and street address of the incorporator to these Articles of Incorporation is:

NAME	ADDRESS
R. Claiborne Richards, Jr.	315 Deaderick Street, Suite 2700 Nashville, TN 37238

Article VIII: No holder of any of the shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the Corporation may issue or sell, whether or not such shares are exchangeable for any shares of the Corporation of any other class

H05000231368

H05000231368

or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the Corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the Corporation, as such holder, have any right to purchase or subscribe for any obligations which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the Corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the Corporation any shares of any class or classes.

Article IX: The period of duration of the Corporation is perpetual.

Article X: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Act, as the same may be supplemented and amended.

Article XI: The Corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

{Signature Page Follows}

H05000231368

Sep 29 05 10:34a

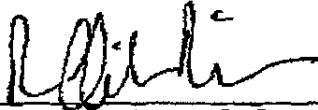
Lydia Lott

850-842-6446

p. 4

H05000231368

The undersigned incorporator has executed these Articles of Incorporation this 28th day of September, 2005.


R. Claiborne Richards, Jr., Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

NRAI SERVICES, INC.

By: Eileen Chaddonk
Eileen Chaddonk, Special Asst. Secretary

Date: September 28, 2005

H05000231368