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Milledge & Iden
ATTORNEYS AT LAW

Allan Milledge
Bruce Franklin Iden
Dana J. McElroy

Of Counsel:
Patricia Fields Anderson

January 12, 1999

Secretary of State
Division of Corporations
Section: New Filings
P.O. Box 6327
Tallahassee, FL 32314

300002746409--9

-01/19/99-01091--021
*****78.75 *****78.75

Re: VAIL VENUS, INC.

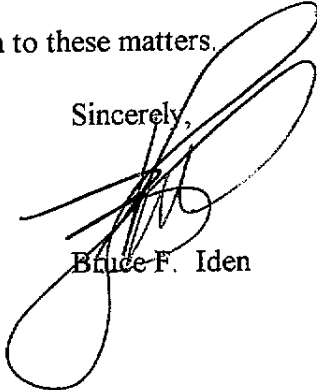
EFFECTIVE DATE
1-11-99

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$78.75. Please file the above-referenced Articles and forward a Certificate of Incorporation to this office.

Thank you very much for your attention to these matters.

Sincerely,



Bruce F. Iden

Enclosures

FILED
99 JAN 19 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 25 1999


ARTICLES OF INCORPORATION
OF
VAIL VENUS, INC.

FILED
99 JAN 19 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

EFFECTIVE DATE

1-11-99

The name of the corporation is: **VAIL VENUS, INC.**

ARTICLE II
NATURE OF BUSINESS

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

- (a) To engage in any activities or business permitted under the laws of the United States and Florida.
- (b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- (c) To conduct business in, have one or more offices 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, districts, territories, countries or colonies.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness, as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates with respect to the shares of capital stock, subscriptions, warrants, rights, blinks, debentures, notes, trust receipts and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or

private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) In general, to carry on any other business in connection with the foregoing, to provide Trustee services and to transact any or all lawful business, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares of common stock at \$1.00 par value

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors, at a meeting called for such purpose.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V DURATION OF AND TIME OF COMMENCEMENT OF CORPORATE EXISTENCE

This corporation is to exist perpetually. The corporate existence shall commence in the date of execution and acknowledgement of these Articles.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

MILLEDGE & IDEN
2100 Ponce de Leon Blvd.
Suite 600
Miami, Florida 33134

The name of the initial registered agent of this corporation at that address is:

BRUCE F. IDEN

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

ARTICLE VII **DIRECTORS**

This corporation shall have two (2) Directors initially. The number of directors may be increased from time to time, in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even if though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act if this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation

which shall authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII
INITIAL DIRECTORS

The name(s) and address(es) of the member(s) of the first Board of Directors are:

Chris Dougherty
4230 N.W. 128th Street
Opa Locka, FL 33054

Richard B. Wolf
4230 N.W. 128th Street
Opa Locka, FL 33054

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:

Bruce F. Iden
2100 Ponce de Leon Blvd.
Suite 600
Miami, Florida 33134

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of January, 1999.



Bruce F. Iden, Subscriber

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 11th day of January, 1999 by
Bruce F. Iden, who is personally known to me and who did not take an oath.


NOTARY PUBLIC, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
99 JAN 19 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **VAIL VENUS, INC.** desiring to organize under the laws of the State of Florida with its principal office at: 4230 N.W. 128th Street, Opa Locka, FL 33054;

Second -- That **VAIL VENUS, INC.** has named Bruce F. Iden, located at 2100 Ponce de Leon Blvd., Suite 600, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Bruce F. Iden, Registered Agent