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May 8, 2001

RE: Registration of V.C.C. Associates, Inc.

State of Florida
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

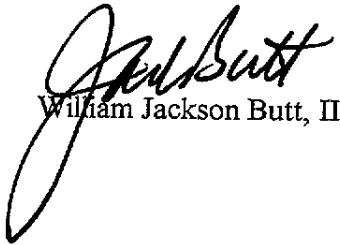
Dear Registration Section:

Enclosed is a Transmittal Letter and duplicate originals of an "Application by Foreign Corporation for Authorization to Transact Business in Florida" in formats provided by your office, in order to register an Arkansas corporation, V.C.C. Associates, Inc., in Florida. Also enclosed is this firm's check for the filing fee in the amount of \$70 and a Certificate of Good Standing from the Arkansas Secretary of State regarding this corporation.

Please let me know if you need anything further, and if you do not, I would appreciate your issuing confirmation of the registration to me at this letterhead address. Thank you for your kind attention to this matter.

Sincerely,

DAVIS, WRIGHT, CLARK, BUTT
& CARITHERS, PLC


William Jackson Butt, II

WJB/cr
Enclosures

cc: Mr. Robert Bruce

FILED
MAY 14 2001
5/16

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: V.C.C. Associates, Inc.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mr. William Jackson Butt II
DAVIS, WRIGHT, CLARK, BUTT & CARITHERS PLC
P.O. Box 1688
Fayetteville, AR 72702

For further information concerning this matter please call:

William Jackson Butt II at 501-521-7600.

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FL

Enclosed is a check for the following amount:

☒ \$70 filing fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. V.C.C. Associates, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at the present.)

2. Arkansas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3-22-01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification.
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 AND 817.155, F.S.)

7. 26953 McLaughlin Road, Bonita Springs, FL 34134
(Principal office address)

26953 McLaughlin Road, Bonita Springs, FL 34134
(Current mailing address)

8. To provide consulting services in the area of retail and wholesale operations and management
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

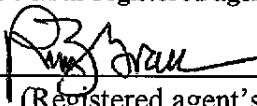
Name: Robert Bruce

Office Address: 26953 McLaughlin Road

Bonita Springs, Florida 34134
(City) (Zip Code)

10. **Registered Agent's Acceptance:**

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this application, 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 relative to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporations records in the jurisdiction under the law of which it is incorporated.

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: Robert Bruce
Address: 26953 McLaughlin Road, Bonita Springs, FL 34134

Vice Chairman: Robert Bruce
Address: 26953 McLaughlin Road, Bonita Springs, FL 34134

Director: Robert Bruce
Address: 26953 McLaughlin Road, Bonita Springs, FL 34134

B. OFFICERS

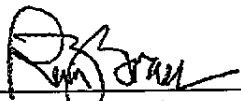
President: Robert Bruce
Address: 26953 McLaughlin Road, Bonita Springs, FL 34134

Vice President: Robert Bruce
Address: 26953 McLaughlin Road, Bonita Springs, FL 34134

Secretary: Robert Bruce
Address: 26953 McLaughlin Road, Bonita Springs, FL 34134

Treasurer: Robert Bruce
Address: 26953 McLaughlin Road, Bonita Springs, FL 34134

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

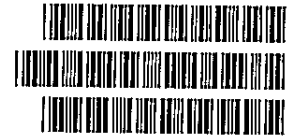
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert Bruce, President
(Typed or printed name and capacity of person signing application)



Sharon Priest
SECRETARY OF STATE

State of Arkansas SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF A DOMESTIC CORPORATION

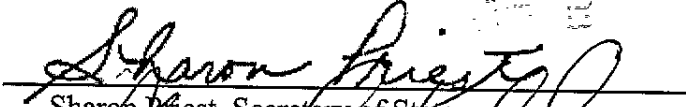
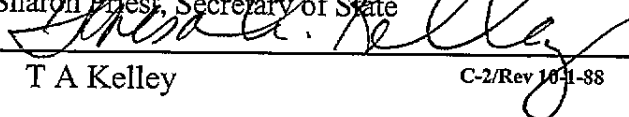
I, Sharon Priest, Secretary of State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show:

V.C.C. ASSOCIATES, INC.

a corporation chartered under the laws of the State of Arkansas, filed Articles of Incorporation March 22, 2001.

I further certify that as far as the records show, this corporation is at this time chartered and in good standing, having met all the requirements governing a domestic corporation in this State.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal. Done at my office in the City of Little Rock, Arkansas this 7th day of May 2001.


Sharon Priest, Secretary of State
by: 
T A Kelley

C-2/Rev 10-1-88