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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT QUALIFICATION

VP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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DIVISION OF CORPORATION

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J. BRYAN APR 21 2005

Apr 15 2005 11:04AM

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305-444-8828 p. 4APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDAIN 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.
- VP, Inc.
-
- (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
-
- "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

VP (of Delaware), Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

- 2.
- Delaware
- 3.
- applied for
-
- (State or country under the law of which it is incorporated) (FBI number, if applicable)

- 4.
- 4/18/05
- 5.
- perpetual
-
- (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
-
- (Date first transacted business in Florida, if prior to registration)
-
- (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

- 7.
- 3250 Mary Street, Suite 306
-
- (Principal office address)
-
- Miami, Florida 33133
-
- (Overseas mailing address)

- 8.
- real estate holdings
-
- (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 NOT acceptable)

Name: Corporation Service CompanyOffice Address: 1201 Ways StreetTallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation in 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*Corporation Service Company
By: Deborah D. Skipper
(Registered agent's signature)Deborah D. Skipper
Asst. V. Pres.

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 corporate records in the jurisdiction under the law of which it is incorporated.

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

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Paul C. Steinfurth

Address: 3250 Mary Street, Suite 306, Miami, Florida 33133

Vice President: _____

Address: _____

Secretary: Paul C. Steinfurth

Address: 3250 Mary Street, Suite 306, Miami, Florida 33133

Treasurer: Paul C. Steinfurth

Address: 3250 Mary Street, Suite 306, Miami, Florida 33133

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

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. Paul C. Steinfurth, President
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF APRIL, A.D. 2005.

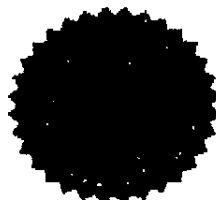
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VP, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3822116

DATE: 04-19-05

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