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Florida Department of State
Division of Corporations
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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

YGC Holding Corp.

Certificate of Status	0
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MRS 9/24

**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. VCG Holding Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Colorado

(State or country under the law of which it is incorporated)

3. 84-1157022

(FBI number, if applicable)

4. 01/08/98

(Date of incorporation)

5. Perpetual

(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. 7565 West 20th Avenue, Hialeah, FL 33014

(Principal office address)

390 Union Blvd., Suite 540, Lakewood, CO 80228

(Current mailing address)

8. Management and holding company

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida

33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity, 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.

C T Corporation System

By: _____

(Registered agent's signature)

James Martin

Assistant Secretary

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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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Troy Lowrie

Address: 390 Union Blvd., Suite 540, Lakewood, CO 80228

Director: Michael Ocello, 1401 Mississippi Avenue, Bay 10, Saugat, IL 62201

Vice-Chairman: Director: Rand Kruger

Address: 6040 Dutchmans Lane, Louisville, KY 40205

Director: Robert McGraw, Jr., 7260 Onoclea Street, Westminster, CO 80030

Director: Allan Rubin

Address: 29800 Telegraph Road

Southfield, MI 48034

Director: Edward Bearman

Address: 780 Ridge Lake Blvd., Suite 202, Memphis, TN 38120

Director: Martin Grusin, 780 Ridge Lake Blvd., Suite 202, Memphis, TN 38120

B. OFFICERS

President: Michael Ocello

Address: 1401 Mississippi Avenue, Bay 10

Saugat, IL 62201

Vice-President: Chief Executive Officer: Troy Lowrie

Address: 390 Union Blvd., Suite 540, Lakewood, CO 80228

Secretary: Mary Bowles-Cook

Address: 390 Union Blvd., Suite 540, Lakewood, CO 80228

Treasurer: Chief Financial Officer: Brent Lewis

Address: 390 Union Blvd., Suite 540, Lakewood, CO 80228

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. Mary Bowles-Cook, Corporate Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

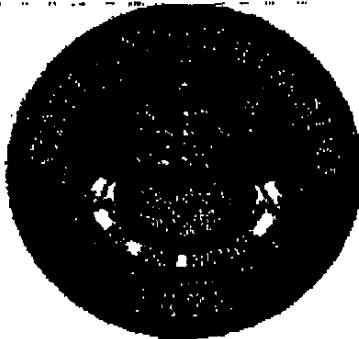
I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that,
according to the records of this office,
VCG HOLDING CORP.

is a
Corporation

formed or registered on 01/08/1998 under the law of Colorado, has complied with all applicable
requirements of this office, and is in good standing with this office. This entity has been
assigned entity identification number 19981004295

This certificate reflects facts established or disclosed by documents delivered to this office on
paper through 09/17/2007 that have been posted, and by documents delivered to this office
electronically through 09/20/2007 @ 13:47:04

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed,
authenticated, issued, delivered and communicated this official certificate at Denver, Colorado
on 09/20/2007 @ 13:47:04 pursuant to and in accordance with applicable law. This certificate is
assigned Confirmation Number 8891178



Mike Coffman

Secretary of State of the State of Colorado

-----End of Certificate-----

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CERT_GS_D Revised 01/02/2007