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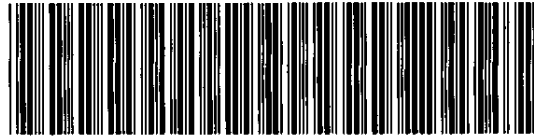
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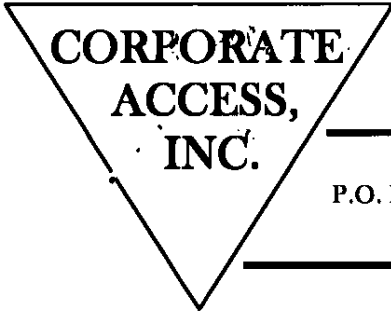
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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- ☒ CERTIFIED COPY _____
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1. VCC, Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF INCORPORATION

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OF

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**V C C, INC.
A NONPROFIT CORPORATION**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

V C C, INC.

The address of the principle office of this corporation shall be 2937 S.W. 27th Avenue, Suite 302, Miami, Florida 33133 and the mailing address shall be the same.

ARTICLE II.

This corporation is organized to operate exclusively for charitable, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue law and in furtherance thereof to train disabled individuals and provide support to the COPD Foundation so long as it remains a public charity.

ARTICLE III.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV.

The manner in which the directors are to be elected or appointed is by majority vote of the members.

ARTICLE V.

The name and address of the incorporator of these Articles is:

Marc H. Auerbach, Esq.
200 S. Biscayne Blvd.
Suite 3900
Miami, Florida 33131

ARTICLE VI.

The corporation is to exist perpetually.

ARTICLE VII.

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all residual assets of the Corporation to such organizations, which qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine and whose purposes relate to chronic obstructive pulmonary disease and are consistent with the aims and purposes of the Corporation.

ARTICLE VIII.

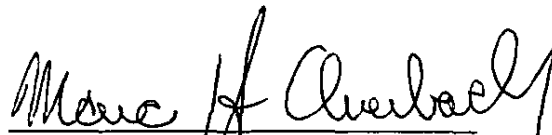
The street address of the initial registered office of the corporation shall be: 200 S. Biscayne Blvd., Suite 3900, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is Marc H. Auerbach, Esq.

ARTICLE IX.

The Articles of Incorporation may be amended by the voting members in accordance with the procedure set forth in the Florida Statutes. Those Articles pertaining to the dissolution of the corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision that would be unlawful at the time of such amendment.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of April 9, 2008.

By:



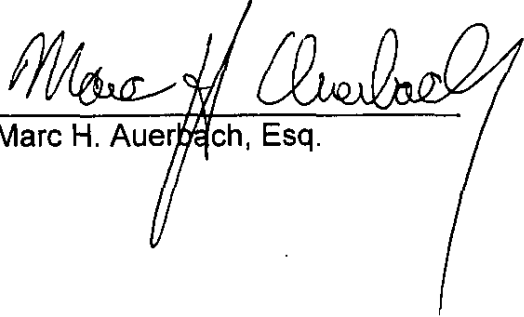
Marc H. Auerbach, Esq.

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of V C C, Inc., its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

By:



Marc H. Auerbach, Esq.

Dated: April 9, 2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA