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Funstate Research  
Requester's Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. VCT, Inc (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB 29 PM 12:50

APPROVED  
AND  
FILED

- ☒ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☒ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 FEB 29 AM 10:47

RECEIVED

*Handwritten signature and date 2-29-00*

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**VCJ, INC.**

APPROVED  
AND  
FILED  
00 FEB 29 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

The name of this corporation shall be VCJ, INC. and the principal place of business and mailing address of this corporation shall be 200 South Biscayne Blvd., Suite 2410, Miami, Florida 33131. The corporation has the privilege of having branch offices within or without the State of Florida.

**ARTICLE II**  
**DURATION**

This corporation shall commence its existence as of the filing of these Articles with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV**  
**CAPITALIZATION**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	-0-	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

#### **ARTICLE V** **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at 200 South Biscayne Boulevard, Suite 2410, Miami, Florida 33131, and the initial registered agent at that address shall be Mark Bisbing.

#### **ARTICLE VI** **INCORPORATOR**

The name and address of the Incorporator is Mark Bisbing, 200 South Biscayne Boulevard, Suite 2410, Miami, Florida 33131.

#### **ARTICLE VII** **DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this 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 party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

**ARTICLE VIII**  
**NO SHAREHOLDER LIABILITY**

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

**ARTICLE IX**  
**INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

\* \* \* \* \*

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28 day of February 2000.



\_\_\_\_\_  
Mark Bisbing, Incorporator

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

In compliance with the laws of the State of Florida, the following is submitted:

VCJ, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 200 South Biscayne Blvd., Suite 2410, Miami, Florida 33131, has named MARK BISBING, 200 South Biscayne Boulevard, Suite 2410, Miami, Miami-Dade County, Florida 33131, as its statutory Resident Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Mark Bisbing

February 28, 2000

00 FEB 29 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED