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April 12, 2000

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314-6327



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-04/17/00--01143--012
*****78.75 *****78.75

Re: VGM, Inc.

Dear Sir or Madam:

I am enclosing our firm check in the amount of \$78.75 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Your assistance in this matter is appreciated.

Very truly yours,


LAWRENCE J. PHALIN

LJP:
Enclosures

cc: Michael MacLeay

FILED
00 APR 17 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-24
6/2/00

ARTICLES OF INCORPORATION

OF

VGM, Inc.

ARTICLE I

The name of this Corporation is VGM, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 500 Winderley Place, Suite 224, Maitland, Florida 32751. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Lawrence J. Phalin.

ARTICLE V

The number of Directors constituting the initial Board of Directors is three. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

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00 APR 17 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
Michael MacLeay	500 Winderley Place, Suite 224 Maitland, Florida 32751
J. Stephen Garner	500 Winderley Place, Suite 224 Maitland, Florida 32751
Stephen C. Vogt	500 Winderley Place, Suite 224 Maitland, Florida 32751

ARTICLE VI

The name and address of the incorporator is Lawrence J. Phalin, 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

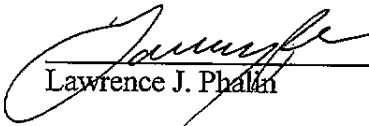
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: April 12, 2000.


Lawrence J. Phalin

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on April 12, 2000, by
Lawrence J. Phalin, who is personally known to me or has produced

(type of identification) as identification.

Dorothy Harper
Name: Dorothy Harper
(Print Name)

(AFFIX NOTARY SEAL)



Dorothy Harper
MY COMMISSION # CC572555 EXPIRES
November 8, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public - State of Florida

My Commission Expires:

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

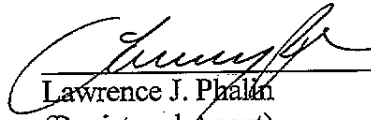
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00 APR 17 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

That VGM, Inc., desiring to organize under the laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation at 500 Winderley Place, Suite 224,
Maitland, Florida 32751, Seminole County, State of Florida, has named Lawrence J. Phalin as its
agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.



Lawrence J. Phalin
(Registered Agent)