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V&S INVESTMENT GROUP, INC.  
807 SW 120<sup>TH</sup> AVENUE  
PEMBROKE PINES, FL 33025

April 17, 2000

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-05/08/00--01129--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Filing of Corporation  
V&S Investment Group, Inc.

Dear Secretary of State:

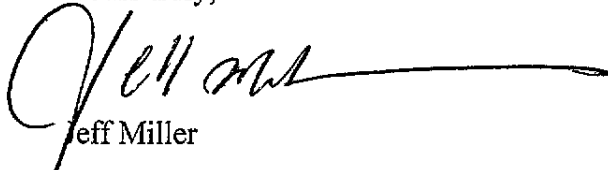
Enclosed herewith for filing with the State of Florida is the original Certificate of Incorporation for V&S Investment Group, Inc. Also enclosed is a check made payable to Secretary of State in the amount of \$78.75 for the filing fees.

Please return the original Certificate to the following address:

V&S Investment Group, Inc.  
807 SW 120<sup>th</sup> Avenue  
Pembroke Pines, FL 33025

Should you have any questions, please do not hesitate to contact the undersigned. Your assistance and cooperation in this matter will be greatly appreciated

Yours truly,

  
Jeff Miller

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cc  
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**CERTIFICATE OF INCORPORATION  
OF  
V&S INVESTMENT GROUP, INC.**

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporation for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation shall be V&S INVESTMENT GROUP, INC., and its principal place of business shall be 807 SW 120<sup>th</sup> Avenue, Pembroke Pines, Florida 33025, and any other location that the Board of Directors may deem appropriate.

**ARTICLE II**

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this Certificate of Incorporation.

**ARTICLE III  
GENERAL NATURE OF BUSINESS**

The general nature of the business and object and purposes to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers to:
  - (a) To have perpetual succession by its corporate name, to sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
  - (b) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
  - (c) To purchase, take, receive lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
  - (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
  - (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in or obligations of other domestic or foreign corporations, association, partnership, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
  - (g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.
  - (h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invest.
  - (I) To conduct its business, carry on its operations, and have offices and excersie the powers granted by this act within state.
  - (j) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
  - (k) To make and alter by-laws, not inconsistent with its Article of Incorporation or with the laws of this state.

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- (l) To make donations or the public welfare or for charitable, scientific, or educational purposes.
- (m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (o) To have and exercise all powers necessary of convenient to effect its purposes.
- (p) To indemnify any person who by reason of the fact that they were a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute s607.014

#### **ARTICLE IV**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is One Thousand Shares (1000) of common stock of the par value of \$.01 per share.

The shares shall carry no preemptive rights.

Stock in this corporation shall be paid for in lawful money of the United States of America, or in property, labor, or services provided that where stock is paid for in or by property, labor or services, the just value thereof shall be fixed by the incorporators of the Board of Directors, in the manner provided by state statute.

#### **ARTICLE V AMOUNT OF CAPITAL**

The amount of capital with which the corporation will begin business will be a minimum of one hundred dollars (\$100.00).

#### **ARTICLE VI DIRECTOR**

The affairs of the corporation will be managed by a Board of Directors numbering at least two (2). The name and address of the individual who is to serve as director, until new directors are elected at the first shareholders meeting is as follows:

| name                                 | address   |
|--------------------------------------|---|
| Vernal Gordon<br>President           | 807 SW 120 <sup>th</sup> Avenue<br>Pembroke Pines, Fl 33025 |
| Sharon Gordon<br>Secretary/Treasurer | 807 SW 120 <sup>th</sup> Avenue<br>Pembroke Pines, Fl 33025 |

**ARTICLE VII  
OFFICERS**

The name and address of the individual who will serve as the initial officer of the corporation until new directors are appointed at the first meeting of the shareholders, is as follows:

| name                                 | address   |
|--------------------------------------|---|
| Vernal Gordon<br>President           | 807 SW 120 <sup>th</sup> Avenue<br>Pembroke Pines, Fl |
| Sharon Gordon<br>Secretary/Treasurer | 807 SW 120 <sup>th</sup> Avenue<br>Pembroke Pines, Fl |

**ARTICLE VIII  
SUBSCRIBER**

The name and address of the individual who is the original subscriber for the shares of common stock of the corporation is as follows:

| name                                 | address   |
|--------------------------------------|---|
| Vernal Gordon<br>President           | 807 SW 120 <sup>th</sup> Avenue<br>Pembroke Pines, Fl |
| Sharon Gordon<br>Secretary/Treasurer | 807 SW 120 <sup>th</sup> Avenue<br>Pembroke Pines, Fl |

We, the undersign, being the original subscriber to this Certificate of Incorporation, does hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set our hand and seal this 17<sup>th</sup> day of April, 2000.

Vernal Gordon  
Vernal Gordon

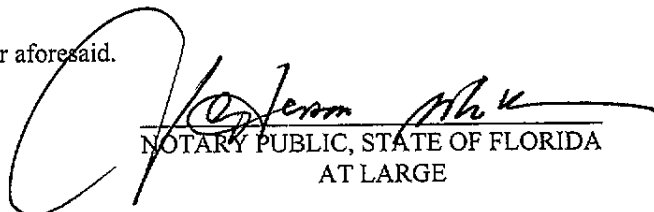
Sharon Gordon  
Sharon Gordon

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF BROWARD)

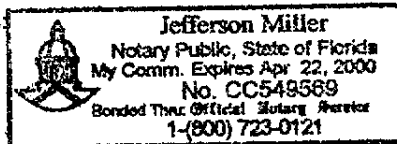
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BE IT REMEMBERED that on this 17<sup>th</sup> day of April, 2000, personally came before me, a notary public of the state of Florida, the party to the foregoing Certificate of Incorporation, Vernal Gordon and Sharon Gordon, known to me personally to be such, and acknowledged the said certificate to be the acts and deeds of the signer, and that the facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:



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

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

That V&S Investment Group, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation at the City of Pembroke Pines, County of Broward and State of Florida, has named Vernal Gordon, 807 SW 120<sup>th</sup> Avenue, Pembroke Pines, Florida 33025 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 accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
REGISTERED AGENT