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Brady & Brady, P.A.

Attorneys at Law

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FILED

00 MAY 12 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Also Admitted to New Jersey Bar

May 10, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of VFM Corporation

000003250510--9
-05/12/00--01060--002
****122.50 ****78.75

Gentlemen:

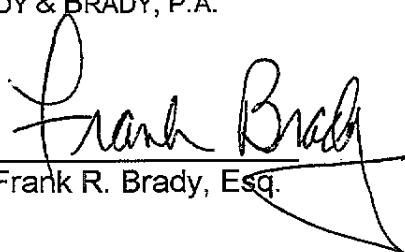
Enclosed is the original articles of incorporation of VFM Corporation, together with a check in the amount of \$122.50 to cover the filing fee, registered agent fee and certified copy of the articles. Please file the original articles and return a certified copy to me at your earliest convenience.

Thank you for your attention to this request.

Very truly yours,

BRADY & BRADY, P.A.

By:


Frank R. Brady, Esq.

FRB/nb
enclosures

Att 5/17/00 ✓

ARTICLES OF INCORPORATION
OF
VFM Corporation

FILED
00 MAY 12 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is VFM Corporation

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes and engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

ARTICLE FOUR

4.01 The corporation hereby authorizes the issuance of common stock. The aggregate number of shares of common stock which the corporation shall have the authority to issue is 2,000 shares, having no par value, and full right and power to vote, receive dividends or distributions of capital, including liquidating distributions and manage the affairs of the corporation.

4.02 The registered owners of common stock shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The names and addresses of the initial shareholder and board of directors of the corporation are as follows: Harry A. Snyder, 7912 Mansfield Hollow Road, Delray Beach FL 33446.

ARTICLE FIVE

5.01 The mailing address of the principal corporate office of the corporation is 7912 Mansfield Hollow Road, Delray Beach FL 33446.

5.02 The street address of the initial registered office and the name of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Harry A. Snyder, 7912 Mansfield Hollow Road, Delray Beach FL 33446.

ARTICLE SIX

The name of the incorporator is Harry A. Snyder, whose address is shown in Article Four, paragraph 4.02 above. Said incorporator is over the age of eighteen (18) years, sui juris and a resident of the State of Florida.

ARTICLE SEVEN

The above named shareholders shall manage the affairs of the corporation in lieu of the directors or until the shareholders elect a board of directors at the first meeting of shareholders. The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

ARTICLE EIGHT

8.01 The capital stock of the Corporation shall be subject to mandatory redemption and rescission and other restrictions upon the sale, pledge, assignment, transfer or other disposition thereof contained in an agreement among shareholders maintained at the principal corporate office of the Corporation.

ARTICLE NINE

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 9th day of May, 2000.



Harry A. Snyder, Incorporator

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED

00 MAY 12 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process
Within This State and Naming Agent Upon Whom Process May be Served.

The following is submitted in compliance with the Florida General Business
Corporation Act:

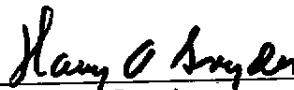
VFM Corporation is a corporation organized under the laws of the State of
Florida, with its Registered Office located 7912 Mansfield Hollow Road, Delray Beach,
County of Palm Beach and State of Florida 33446, and has named Harry A. Snyder as
agent to accept service of process within this State at the office specified in his
acceptance below.



Harry A. Snyder
Incorporator

ACCEPTANCE:

I hereby agree, as Registered Agent of VFM Corporation, to accept Service of
Process; to keep my office at 7912 Mansfield Hollow Road, Delray Beach FL open
during the hours prescribed by §48.081, Florida Statutes; to post my name (and any
other officers of said corporation authorized to accept service or process at the Florida
designated address) in some conspicuous place in said office as required by law.



Harry A. Snyder
Registered Agent