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ACCOUNT NO. : 072100000032

REFERENCE : 820244 81635A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : September 5, 2000

ORDER TIME : 12:33 PM

ORDER NO. : 820244-005

CUSTOMER NO: 81635A

200003381662--8

CUSTOMER: James R. Kennedy, Jr., Esq
John P. Cullem, Esq.

856 Second Avenue, North

St. Petersburg, FL 33701

DOMESTIC FILING

NAME: VBT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -5 PM 3:29

RECEIVED
00 SEP 15 1:47 PM
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

VBT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -5 PM 3:29

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

VBT, INC.

The address of the principal office of this corporation shall be 216 44th Avenue NE, St. Petersburg, Florida 33703 and the mailing address of the corporation shall be 216 44th Avenue NE, St. Petersburg, Florida 33703.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having \$1.00 par value per share.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 856 2nd

Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at the address is James R. Kennedy, Jr.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Talmage Vickory
216 44th Avenue NE
St. Petersburg, FL 33703

ARTICLE VII

The name and street address of the incorporator to these Articles of Incorporation:

Christopher D. McDonald
216 44th Avenue NE
St. Petersburg, FL 33703

ARTICLE VIII

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed

are:

Talmage Vickory
President

216 44th Avenue NE
St. Petersburg, FL 33703

Christopher D. McDonald
Vice-President
Treasurer
Secretary

216 44th Avenue NE
St. Petersburg, FL 33703

ARTICLE IX

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by majority vote of those members or the Board of Directors present at any regular meeting or any special meeting called for that purpose or by written consent pursuant to the applicable provisions of Chapter 607, Florida Statutes.

ARTICLE X

Shares of capital stock of this corporation shall be issued initially to the following person and in the amounts set opposite his name:

Talmage Vickory
Christopher D. McDonald

400 shares
200 shares

Shares shall be held by the initial shareholders listed above and may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining

shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided in the By-laws or by written consent pursuant to the applicable provisions of Chapter 607, Florida Statutes.

That this domestic corporation intends to issue section 1244 stock and intends to comply with all applicable rules and regulations relating to small business corporations as set forth in the Internal Revenue Code section 1244.


ARTICLE XII

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

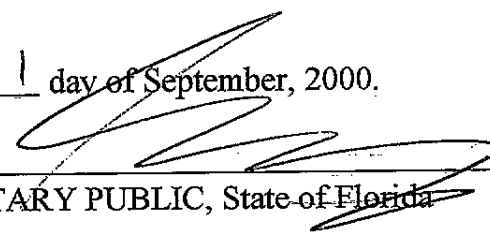
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 1 day of September, 2000.


CHRISTOPHER D. MCDONALD
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1 day of September, 2000, by CHRISTOPHER D. MCDONALD who is personally known to me or who has produced Florida Driver License M 235-104-60-300-D as identification and who did take an oath.

SWORN TO and subscribed before me, this 1 day of September, 2000.



NOTARY PUBLIC, State of Florida
Name: _____

My Commission Expires:



Susan R. Murphy
MY COMMISSION # CC945572 EXPIRES
September 14, 2004
BONDED THRU TROY FAIN INSURANCE INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE
FOLLOWING IS SUBMITTED:

That VBT, INC., desiring to organize or qualify under the laws of the State of Florida,
within its principal place of business at the City of St. Petersburg, has named James R.
Kennedy, Jr., located at 856 2nd Avenue North, St. Petersburg, Florida 33701, as its agent
to accept service of process within Florida.

SIGNATURE



Christopher D. McDonald

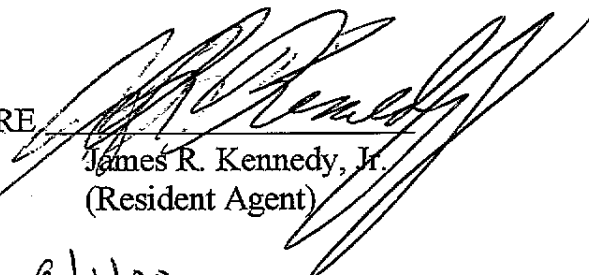
TITLE:

Vice-President/Incorporator

DATE: 9/1/00

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 I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



James R. Kennedy, Jr.
(Resident Agent)

DATE: 9/1/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -5 PM 3:29