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*LISA M. LUSK

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VINCENT P. TOLISANO

***ROBERT E. KEEZEL

****MARK P. SMITH

CONNIE L. COLLINS

WM. SCOTT MORRIS

October 25, 2000

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

RE: VGTMDM, INC.
Our File: 00/0584

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-10/30/00--01152--003

*****122.50 *****78.75

Gentlemen:

Enclosed please find the original and a copy of Articles of Incorporation for the above-named corporation. Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

In addition, a check in the amount of \$122.50 is enclosed. This check represents the following fees:

ARTICLES OF INCORPORATION:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent		<u>35.00</u>
TOTAL	\$	122.50

Thank you for your attention to this matter.

Very truly yours,



Debbie Phillips, Legal Assistant
to Thomas E. Drasites
LUSK, DRASITES & TOLISANO, P.A.
/dlp
Enclosures

FILED
00 OCT 30 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

Name of Corporation

The name of this corporation is VGTMDM, INC. with its principal office at 4307 Del Prado Blvd., 2nd Floor, Cape Coral, Florida 33904. The mailing address of the corporation is the same.

II

Duration

The period of its duration is perpetual.

III

Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100.00) shares of common stock at One (\$1.00) Dollar per share par value.

V

Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows: VINCENT G. TOLISANO, 4307 Del Prado Blvd., 2nd Floor, Cape Coral, Florida 33904.

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00 OCT 30 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI
Incorporators

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

Name	Address
VINCENT G. TOLISANO	4307 Del Prado Blvd., 2nd Floor Cape Coral, Florida 33904
MARJORIE DEMARIA	4307 Del Prado Blvd., 2nd Floor Cape Coral, Florida 33904

VII
Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Name	Address
VINCENT G. TOLISANO	4307 Del Prado Blvd., 2nd Floor Cape Coral, Florida 33904
MARJORIE DEMARIA	4307 Del Prado Blvd., 2nd Floor Cape Coral, Florida 33904

VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

X
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII
Amendment of Articles

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, County of Lee, this 25th day of October, 2000.


VINCENT G. TOLISANO, Incorporator


MARJORIE DEMARIA, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 25 day of October, 2000 by VINCENT G. TOLISANO, who is personally known to me or who produced _____ as identification and who did (did not) take an oath.

Debra L Phillips
NOTARY PUBLIC
My Commission Expires: _____

STATE OF FLORIDA

COUNTY OF LEE



Debra L. Phillips
MY COMMISSION # CC788030 EXPIRES
December 28, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

THE FOREGOING INSTRUMENT was acknowledged before me this 25th day of October, 2000 by MARJORIE DEMARIA, who is personally known to me or who produced _____ as identification and who did (did not) take an oath.

Debra L Phillips
NOTARY PUBLIC
My Commission Expires: _____



Debra L. Phillips
MY COMMISSION # CC788030 EXPIRES
December 28, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the attached Articles of Incorporation. 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.

DATED this 29th day of October, 2000.


VINCENT G. TOLISANO, Registered Agent

FILED
00 OCT 30 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA