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November 1, 2000

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Division of Corporations
Post Office Box 6327
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Re: VBM Enterprises, Inc.

Gentlemen:

Enclosed herewith please find the original and one photocopy of Articles of Incorporation for the above referenced corporation. In addition, please find enclosed herewith a check in the amount of \$78.75 for filing, certified copy and registered agent fees. Please return a certified copy of the Articles to the undersigned.

In the event of any questions or comments concerning the enclosed, please do not hesitate to contact me.

Very truly yours,

HOLLAND & KNIGHT LLP



William H. Bartlett

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

cc: Vincent E. Crow, Sr. (w/enclosure)
STP1 #384198 v1

F. CHESNEY

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ARTICLES OF INCORPORATION
OF
VBM ENTERPRISES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereby adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is VBM ENTERPRISES, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE OR MAILING ADDRESS

The address of the principal office and the mailing address of this corporation are 4905 34th Street South, PMB #6000, St. Petersburg, FL 33711.

ARTICLE V - SHARES

The number of shares this corporation is authorized to issue shall be 1,000 shares with a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at that office are 4908½ Sunrise Drive South, St. Petersburg, FL 33705, VINCENT E. CROW, SR.

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ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation are VINCENT E. CROW, SR., 4908 Sunrise Drive South, St. Petersburg, FL 33705.

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by a Board of Directors consisting of not less than 1 member, as established by the by-laws.

ARTICLE IX - SPECIAL PROVISION

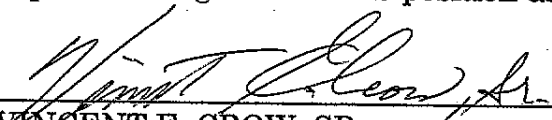
It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 31st day of October, 2000.


VINCENT E. CROW, SR.

ACCEPTANCE OF REGISTERED AGENT

Having been appointed as the initial registered agent for VBM ENTERPRISES, INC., as stated in the foregoing articles of incorporation, VINCENT E. CROW, SR. hereby accepts such appointment as registered agent. Such registered agent is familiar with and accepts the obligations of the position as registered agent.


VINCENT E. CROW, SR.

Date: 10/31, 2000

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