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 Tallahassee, Florida 32301
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November 7, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

VBI, Inc.

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 -11/07/00--01013--017
 *****78.75 *****78.75

Filing Evidence
 Plain/Confirmation Copy
 Certified Copy

Type of Document
 Certificate of State
 Certificate of Good Standing
 Articles Only
 All Charter Documents to Include Articles & Amendments
 Fictitious Name Certificate
 Other

Retrieval Request
 Photocopy
 Certified Copy

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00 NOV - 7 PM 12: 10
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
FILED

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

00 NOV - 7 AM 10: 18
 RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TO RECEIVE STATE
 SUFFICIENCY OF FILING

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION
OF
VBI, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. **Name.** The name of the corporation is **VBI, INC.** (the "Corporation").
2. **Principal Business Address and Registered Office and Agent.** The principal office of the Corporation is located at 15012 Maurine Cove Lane, Odessa, Florida 33556. The Registered Office's address is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602. The Registered Agent at such address is Darrell C. Smith.
3. **Purpose.** The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.
4. **Authorized Shares.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Fifty Million (50,000,000) consisting of (i) Forty Million (40,000,000) shares of common stock, \$.001 par value per share (the "Common Stock"), and (ii) Ten Million (10,000,000) shares of preferred stock, \$.001 par value per share (the "Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:
 - A. **Common Stock.** Each holder of record shares of Common Stock shall be entitled to vote at all meetings of the stockholders and shall have one vote for each share held by him of record. Subject to the prior rights of the holders of all classes or series of stock at the time outstanding having prior rights as to dividends, the holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.
 - B. **Preferred Stock.** The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. Subject to the terms contained in any designation of a series of Preferred Stock and to limitations prescribed by law, the Board of Directors is expressly authorized, at any time and from time to time, to fix by resolution the designation and relative powers, preferences and rights and the qualifications and limitations thereof relating to the shares of each such class or series. The authority of the Board of Directors with respect to the provisions for shares of any class of Preferred Stock or any series of any class of Preferred Stock shall include, but not be limited to, the following:
 - (1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;

(2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(3) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;

(4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(5) the amount or amounts payable upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(6) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(7) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities or cash or other property and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

(10) the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

(11) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles of

Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

5. **Name and Mailing Address of Incorporator.** The name and mailing address of the incorporator is Darrell C. Smith, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

6. **Names and Mailing Addresses of Initial Directors.** The names of the persons who are to serve as the initial directors of the Corporation until the next annual meeting of shareholder or until their successors are elected and qualify are as follows:

John S. Fowler
15012 Maurine Cove Lane
Odessa, Florida 33556

Kim M. Schwenke
12954 North Dale Mabry
Tampa, Florida 33618

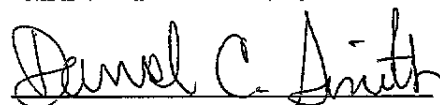
Rick Williamson
720 Capital Circle, N.E.
Suite F
Tampa, Florida 32311

7. **Liability for Monetary Damages.** No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

8. **Indemnification.** The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

9. **Changes.** Notwithstanding any other provisions contained in these Articles of Incorporation or in the By-Laws of the Corporation, the affirmative vote of the holders of at least eighty percent (80%) of the votes entitled to be cast by the holders of all then outstanding shares of the voting stock, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, Sections 6, 7, 8, 9 and 10 of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of November, 2000.


Darrell C. Smith, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is VBI, INC.
2. The name and address of the registered agent and office are:

Darrell C. Smith
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SIGNATURE: *Darrell C. Smith*
TITLE: Darrell C. Smith, Incorporator

DATE: November 6, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: *Darrell C. Smith*
Darrell C. Smith

DATE: November 6, 2000