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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813) 229-2300
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FLORIDA PROFIT CORPORATION OR P.A.

VeeDM, Inc.

Certificate of Status	0
Certified Copy	1
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Articles of Incorporation
of
VeeDM, Inc.

THE UNDERSIGNED, acting as the sole Incorporator of VeeDm, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the Corporation is:

VeeDm, Inc.

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ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Shares

The total number of shares which the Corporation shall have the authority to issue shall be TEN THOUSAND (10,000) shares of Common Stock having a par value of \$1.00 per share (the "Common Stock"). Of the Common Stock, FIVE THOUSAND (5,000) Shares shall be voting shares (the "Voting Common Stock") and FIVE THOUSAND (5,000) Shares shall be nonvoting shares (the "Nonvoting Common Stock"). Each share of Nonvoting Common Stock shall have the same rights as and be identical in all respects to each share of Voting Common Stock, except that each holder of the Nonvoting Common Stock shall not be entitled to vote for the election of directors of the Corporation or for any other corporate purpose, except as otherwise provided by the FBCA.

Stephen A. Crane, Esquire
Florida Bar # 207446
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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ARTICLE IV
Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be increased or decreased from time to time in the manner provided for in the bylaws, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the Corporation or until such successor Directors are elected and shall qualify is as follows:

William Lazarus
1511 South Church Avenue
Tampa, Florida 33629

ARTICLE VI
Principal Office

The address of the principal office of the Corporation is 1511 South Church Avenue, Tampa, Florida 33629. The location of the Principal office shall be subject to changes as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VII
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 1511 South Church Avenue, Tampa, Florida 33629 and the initial registered agent at such address is William Lazarus.

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ARTICLE VIII

Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

**William Lazarus
1511 South Church Avenue
Tampa, Florida 33629**

IN WITNESS WHEREOF, these Articles of Incorporation have been signed
by the undersigned Incorporator as of the 21 day of October, 2000.



William Lazarus, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VII of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of VeeDM, Inc.

DATED: Effective October 31, 2000.



William Lazarus
Title: Sole Incorporator

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