

CORPORATION(S) NAME

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| () Foreign | (|) Dissolution | (|) | Mark | | | | |
| () Limited Partnership () Reinstatement | _ (|) Annual Report) Reservation | (| | Other Change of | f Regist | ered Ag | ent | 800-432-3028 |
| () Certified Copy | (|) Photo Copies | (|) | Certificate | Under | Seal | | 32- |
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| Acknowledgment | | | | | | | | | • |

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W.P. Verifier

ALAN S. ZANGEN, P.A.

ATTORNEY AT LAW

ALAN S. ZANGEN*

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TELEPHONE (561) 793-2400 FACSIMILE (561) 753-9966

November 10, 2000

VIA HAND DELIVERY:

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Varnco, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and two (2) copies of the Articles of Incorporation regarding the above matter.

In addition, enclosed please find my trust account check #6334, in the amount of \$70.00, which represents payment in full for the filing of the Articles of Incorporation and the certified copy.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions, please do not hesitate to contact me.

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Enclosures:

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ARTICLES OF INCORPORATION

OF

VARNCO, INC.

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the corporation is **VARNCO**, **INC**.

ARTICLE TWO: The duration of the corporation is perpetual.

ARTICLE THREE: The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business for any lawful purpose.

ARTICLE FOUR: The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100). Such shares shall be of single class, and shall have a par value of No and ten/one-hundredths (\$0.10) Dollar per share.

ARTICLE FIVE: The street address of the initial principal office of the corporation is 303 Valley Forge Road, West Palm Beach, FL 33405, and the name of its initial registered agent is TODD VARNEY, at the same address.

ARTICLE SIX: The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the person(s) who are to serve as member of the initial board of directors are:

Todd Varney 303 Valley Forge Road West Palm Beach, FL 33405 ARTICLE SEVEN: The name and address of the incorporator is:

Todd Varney 303 Valley Forge Road West Palm Beach, FL 33405

ARTICLE EIGHT: The Articles of Incorporation may be amended in the manner provided by law.

EXECUTED by the undersigned at West Palm Beach, Florida, this 8th day of

November, 2000.

TODD VARNÉY

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared TODD VARNEY, who

is personally known to me, or has produced ______ as identification

and who, being duly sworn, executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 8^{th} day of November, 2000.

Notary Signature

Printed name & Commission Expiration Stamp

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

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

THAT VARNCO, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 303 VALLEY FORGE ROAD, WEST PALM BEACH, FL 33405, STATE OF FLORIDA, HAS NAMED TODD VARNEY, 303 VALLEY FORGE ROAD, WEST PALM BEACH, FLORIDA 33405, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

TODD VARNEY, INCORPORATOR

DATE: NOVEMBER 8, 2000

ACKNOWLEDGMENT OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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.

TODD VARNEY, REGISTERED AGENT

DATE: NOVEMBER 8, 2000

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