

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

V & M INVESTMENTS MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	1
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T. SMITH DEC 05 2000

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ARTICLES OF INCORPORATION

OF

V & M INVESTMENTS MANAGEMENT, INC.

THE UNDERSIGNED, in order to form a corporation (the "Corporation") to do business in the State of Florida, hereby makes and files these Articles of Incorporation:

Article I
Corporate Name

The name of the Corporation is V & M Investments Management, Inc.

Article II
Principal Office

The street address of the initial principal office of the Corporation is:

9860 PINES BLVD.
PEMBROKE PINES FL 33024

Article III
Mailing Address

The initial mailing address of the Corporation is:

9860 PINES BLVD.
PEMBROKE PINES FL 33024

Article IV
Business

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

Article V
Directors

The initial Directors of the Corporation, who shall continue as such until their successors are

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duly elected and qualified, are Jack Vernon Nix and Marie Nix. The number of Directors may be altered from time to time by ByLaws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time.

Article VI
Capital Stock

The Corporation is authorized to issue a maximum of two thousand 3,000 shares of common stock, having no par value, divided into two classes, as follows: 1,000 shares of Class A common stock, and 2,000 shares of Class B common stock.

Class A and Class B shares shall have equal preferences, limitations and relative rights, including the same rights to distributions and liquidation proceeds, except for voting rights. The Class B Shareholders shall not be entitled to any vote, either individually or as a Class, on any matter coming before the Shareholders for a vote. Vernon Nix and each other Class A Shareholder who or which is a member of his family shall be entitled to cast one vote per share on each matter coming before the Shareholders for a vote.. No other Class A Shareholders shall be entitle to any vote, either individually or as a Class, on any matter coming before the Shareholders for a vote.

For these purposes, the members of the "family" of Vernon Nix shall mean and include only his spouse, his naturally born and legally adopted lineal descendants, trusts for the exclusive use and benefit of any such individual or individuals, and partnerships and corporations owned exclusively by any such individuals and trusts. At such time as any such trust has any other beneficiary, and at such time as any such partnership or corporation has any other owner, the trust, partnership or corporation shall cease to be a member of the family of Vernon Nix, and each Class A share then owned by the trust, partnership or corporation shall thereupon automatically become a Class B share, without any further action whatsoever.

Immediately upon the acquisition of any Class A share or shares by any person other than Vernon Nix or a member of his family, the share or shares shall thereupon automatically become a class B share or shares, without any further action whatsoever.

The consideration to be paid for each share shall be fixed by the Board of Directors of the Corporation.

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Article VII
Registered Agent and Office

The initial Registered Agent and Registered Office of the Corporation in the State of Florida are:

Law Offices of
Steven Garellek, P.A.
Suite 200
7000 W. Palmetto Park Road
Boca Raton, FL 33433

Article VIII
Incorporator

The names and street addresses of the undersigned Incorporators are:

Law Offices of
Steven Garellek, P.A.
Suite 200
7000 W. Palmetto Park Road
Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned Incorporator has duly executed these Articles of Incorporation this 4 day of December, 2000.

LAW OFFICES OF
STEVEN GARELLEK, P.A.

By 
President

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ACCEPTANCE

The undersigned hereby accepts the foregoing designation as the initial Registered Agent of V & M Investments Management, Inc., and agrees to comply with the provisions of Florida law applicable to that designation.

LAW OFFICES OF
STEVEN GARELLEK, P.A.

By _____



President

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