

PO1000058182

**H. LARUE TRIPP**

The Tarpon Arcade Building  
210 South Pinellas Avenue  
Suite 164  
Tarpon Springs, FL 34689-3671  
(727) 938-1886 Telephone  
(727) 938-3886 Facsimile

June 5, 2001

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314-6327

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-06/07/01--01059--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Vanguard - Fidelity Investments, Inc.

Gentlemen:

Enclosed herewith, please find the following:

1. Two (2) executed originals of the above referenced Articles of Incorporation for Vanguard - Fidelity Investments, Inc.
2. Our check in the amount of \$78.75 representing the Florida Secretary of State filing fees for this corporation..
3. A self addressed stamped envelope regarding the return of one of the filed original certified articles.

In advance, our sincere appreciation regarding your processing the above.

Cordially,



H. Larue Tripp

FILED  
01 JUN -7 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION**  
**OF**  
**VANGUARD-FIDELITY INVESTMENTS, INC.**

**ARTICLE I**

**Corporate Name**

The name of this corporation is VANGUARD-FIDELITY INVESTMENTS, INC.

**ARTICLE II**

**Nature of Business and Powers**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of Florida.

**ARTICLE III**

**Capital Stock**

The maximum number of shares of common stock that this Corporation is authorized to issue and have outstanding at any one time is 20,000,000 shares having a par value of .01 per share.

The maximum number of shares of preferred stock that this Corporation is authorized to issue and have outstanding at any one time is 5,000,000 shares having a par value of .01 per share.

**ARTICLE IV**

**Preemptive Rights**

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price and on the terms at which it is offered to others.

01 JUN - 7 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## **ARTICLE VII**

### **Initial Directors**

The name of the original director of this Corporation and their street addresses are:

H. Larue Tripp

210 S. Pinellas Avenue

Suite 166

Tarpon Springs, FL 34689

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever shall first occur.

## **ARTICLE IX**

### **Incorporator**

The name and street address of the person signing these Articles of Incorporation as the Incorporator.

H. Larue Tripp

210 S. Pinellas Avenue

Suite 166

Tarpon Springs, FL 34689

## **ARTICLE X**

### **Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a

## **ARTICLE V**

### **Terms of Existence**

The corporation shall have perpetual existence.

## **ARTICLE VI**

### **Registered Agent and Initial Registered Office**

The Resident Agent and the street address of the initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

H. Larue Tripp

210 S. Pinellas Avenue

Suite 166

Tarpon Springs, FL 34689-3671

The mailing address of the corporation is:

VANGUARD-FIDELITY INVESTMENTS, INC.

210 S. Pinellas Avenue

Suite 166

Tarpon Springs, FL 34689-3671

## **ARTICLE VII**

### **Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 5th day of June, 2001.

\_\_\_\_\_  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned does hereby accept the appointment and designation as Registered Agent for VANGUARD-FIDELITY INVESTMENTS, INC. this 5<sup>th</sup> day of June, 2001 and agrees to comply with all laws applicable to said capacity.

Having being named to accept service of process for the above named Corporation at the place designated in this certificate, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the appointment in complete performance of my duty applicable to said capacity.

Dated: June 5, 2001



H. Larue Tripp  
Resident Agent

Address: 210 South Pinellas Avenue  
Suite 166  
Tarpon Springs, FL 34689-3671

FILED  
01 JUN - 7 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA