



**ARTICLES OF INCORPORATION  
OF  
VPAC DEVELOPERS, INC.**

**FILED**  
01 JUN 27 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I: NAME**

The name of this corporation is VPAC DEVELOPERS, INC. , whose principal place of business is **300 N. E. 3<sup>rd</sup> Avenue, Suite 300, Fort Lauderdale, Florida 33301.**

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and

description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

#### **ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock which shall be designated "Common Shares".

#### **ARTICLE V: PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 315 N.E. 3<sup>rd</sup> Avenue, Suite 200, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation Walter L. Morgan.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than two. The name and address of the initial directors of this corporation are:

Vernon J. Pierce  
300 N.E. Third Avenue, #300  
Fort Lauderdale, FL 33301

Philip A. Cohen  
3221 N.W. Tenth Terrace  
Fort Lauderdale, FL 33309

#### **ARTICLE VIII: INCORPORATOR**

The name and address of the person signing these Articles is: Vernon J. Pierce, 300 N.E. 3<sup>rd</sup> Avenue, #300, Fort Lauderdale, FL 33301.

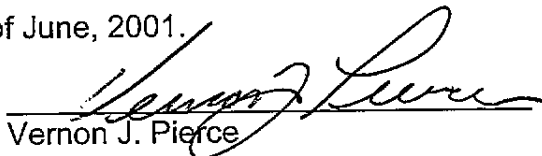
#### **ARTICLE IX: INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation this 25 day of June, 2001.

  
Vernon J. Pierce

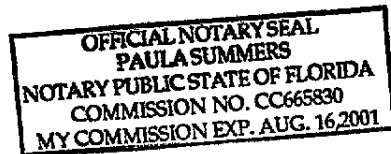
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25 day of June, 2001, by Vernon J. Pierce, (☒) who is personally known to me or (☐) who has produced a driver's license as identification and who did take an oath.

Paula Summers

Notary Public, State of Florida  
My Commission Expires:



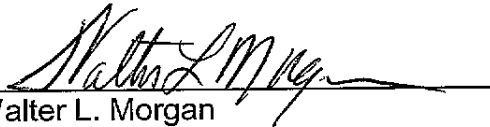
#### REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT, **VPAC DEVELOPERS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Walter L. Morgan as its agent to accept service of process within the State of Florida.

Vernon J. Pierce  
Vernon J. Pierce  
Title: President  
Date: June 25, 2001

Having been named to accept service of process for the above stated 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. The undersigned is familiar with and accepts the obligations of this position.

  
Walter L. Morgan  
Registered Agent  
Date: June 25, 2001

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