

OCT-04-2001 11:29

FROM-

T-526 P.001/005 F-711

P01000096915

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000104563 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : ATLAS PEARLMAN, P.A. --mPM
Account Number : 076247002423
Phone : (954)763-1200
Fax Number : (954)766-7800

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -4 PM 12:26

FLORIDA PROFIT CORPORATION OR P.A.

VFNX, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

F. G. 10:00 AM OCT 4 2001

5047-0000

H01000104563 1

**ARTICLES OF INCORPORATION
OF
VFNX, INC.**

The undersigned, a natural person competent to contract, does hereby make,
subscribe and file these Articles of Incorporation for the purpose of organizing a
corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: VFNX, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 6401 Congress
Avenue, Suite 250, Boca Raton, FL 33487.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to
engage in any and all lawful business permitted under the laws of the United States and
the State of Florida.

ADAM J. REISS, ESQ. FLA BAR #0182702
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

H01000104563 1

5067-00100 333766 1

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -4 PM 12:26

H01000104563 1

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred (100) shares of common stock, \$.0001 par value per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be Robert Kaufman, at 6401 Congress Avenue, Suite 250, Boca Raton, FL 33487.

**ARTICLE VII
BOARD OF DIRECTORS**

The Corporation shall have three (3) directors initially.

**ARTICLE VIII
INITIAL DIRECTORS**

The Initial Directors of the Corporation shall be Lawrence Cohen, Cornelia Eldridge and Max Jeffrey Korbin, II, all at 6401 Congress Avenue, Suite 250, Boca Raton, FL 33487. 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 pursuant to the Bylaws of the Corporation.

H01000104563 1

5067-00100 333766.1

OCT-04-2001 11:30 FROM-

T-526 P.004/005 F-711

H01000104563 1

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is Robert Kaufman, with his address at 6401 Congress Avenue, Suite 250, Boca Raton, FL 33487

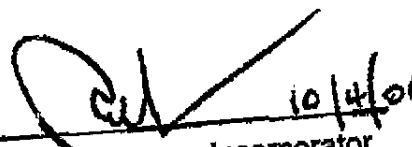
ARTICLE X INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 4th day of October, 2001.


Robert Kaufman, Incorporator

H01000104563 1

5067-00100 333766.1

H01000104563 1

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

VFNX, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address 6401 Congress Avenue, Suite 250, Boca Raton, FL 33487, has Robert Kaufman, at 6401 Congress Avenue, Suite 250, Boca Raton, FL 33487, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Robert Kaufman

01 OCT -4 PM 12:26

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000104563 1

5067-00100 333766.1