

CPA

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American Institute of
Certified Public Accountants

Florida Institute of
Certified Public Accountants

J.P. SPILLANE, Certified Public Accountant

12788 W. Forest Hill Blvd., Suite 2005
Wellington, FL 33414

Office (561) 790-1488
Fax (561) 790-6830

October 9, 2001

Secretary of State
Corporation Records Bureau
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-10/29/01--01061--024
*****70.00 *****70.00

To Whom It May Concern:

Please see enclosed original and copy of Articles of Incorporation
for The VBM Group, Inc.

Also please see enclosed check in the amount of \$70.00 to cover the
costs of incorporation fees of said corporation.

If there are any questions regarding this corporation, please call
the number listed.

Thank You.

Sincerely,



J. P. Spillane, C. P. A.

JPS:wsk

FILED
01 OCT 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-30-01
WC

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be:

The VBM Group, Inc.

ARTICLE II, NATURE OF BUSINESS

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

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred shares of common stock, of one dollar par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred dollars.

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the corporation shall be: 12788 W. Forest Hill Blvd., Ste. 2005
Wellington, FL 33414

The Board of Directors may from time to time move the principal office to any other address in Florida.

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OCT 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have (1) Director initially.

The number of directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

Valeer B. Mahon
5130H Elmhurst Road
West Palm Beach, FL 33417

ARTICLE VIII, INCORPORATOR

The name and address of the incorporator is:

Valeer B. Mahon
5130H Elmhurst Road
West Palm Beach, FL 33417

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and shareholders.

ARTICLE X, AMENDMENT


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

ARTICLE XI, SUB CHAPTER S CORPORATION

This corporation may be a sub-chapter S corporation as defined by the Internal Revenue Code.


ARTICLE XII, REGISTERED AGENT AND OFFICE

The Registered Agent, Valeer B. Mahon, accepts this position signed below:



Valeer B. Mahon

The registered office will be located at 12788 W. Forest Hill Blvd., Suite 2005, Wellington, FL 33414.



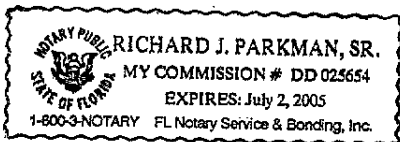
Valeer B. Mahon

In witness whereof, the undersigned, as subscribing incorporator, has hereinto set his hand and seal this 9th day of October, 2001, for the purpose of forming this corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



Valeer B. Mahon

Sworn to and subscribed before me this 9th day of October, 2001, by Valeer B. Mahon, who is personally known to me or who produced a _____ as identification.



(Seal)

Notary Public, State of Florida


Richard J. Parkman