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02 FEB 22 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 410348 4312909

AUTHORIZATION :

COST LIMIT : \$ 128.75

*Patricia Pigato*

ORDER DATE : February 22, 2002

ORDER TIME : 11:18 AM

ORDER NO. : 410348-005

CUSTOMER NO: 4312909

CUSTOMER: Charlotte Darling, Legal Asst  
Gunster, Yoakley & Stewart,  
777 S. Flagler Dr.  
Suite 500 East  
W. Palm Beach, FL 33401-6194

RECEIVED  
02 FEB 22 PM 1:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE REG  
TALLAHASSEE, FLORIDA

DOMESTICATION AND ARTICLES OF INC.

NAME: VECELLIO GROUP, INC.

200004991792--3

XX DOMESTICATION AND ARTICLES

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: SUSIE KNIGHT EX #1156

EXAMINER'S INITIALS: \_\_\_\_\_

J. BRYAN FEB 22 2002

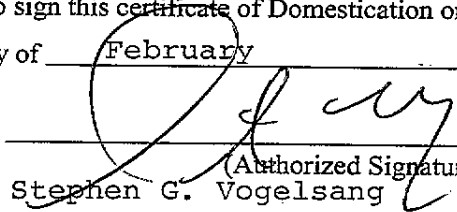
## CERTIFICATE OF DOMESTICATION

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TALLAHASSEE, FLORIDA

The undersigned, Stephen G. Vogelsang, Director  
(Name) (Title)  
of 316th Shelf Corporation  
(Corporation Name) a foreign Corporation,  
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was December 20, 2001.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was State of Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was 316th Shelf Corporation.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Vecellio Group, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was State of Delaware, County of New Castle.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Director, of 316th Shelf Corporation  
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done  
so this the 21st day of February, 2002.

  
(Authorized Signature)  
Stephen G. Vogelsang

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION**

In compliance with Chapter F.S., 607.

**ARTICLE I** NAME

The name of the corporation shall be: Vecellio Group, Inc.

**ARTICLE II** PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

101 Sansbury's Way  
West Palm Beach, Florida 33411

The mailing address of this corporation shall be:

P. O. Box 15065  
West Palm Beach, Florida 33416

**ARTICLE III** PURPOSE

The purpose for which the corporation is organized is: for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict therewith.

**ARTICLE IV** SHARES

The number of shares of stock the corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000) shares of  
One Cent (\$0.01) par value per share common stock

**ARTICLE V** INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

Stephen G. Vogelsang  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

**ARTICLE VI** INCORPORATOR

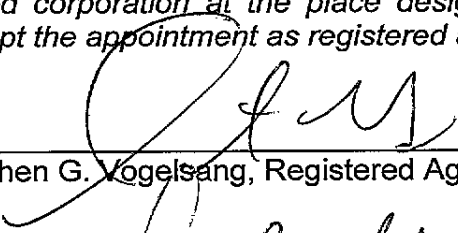
The name and address of the Incorporator are:

Stephen G. Vogelsang  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Stephen G. Vogelsang, Registered Agent

Date: \_\_\_\_\_

2/21/02

  
\_\_\_\_\_  
Stephen G. Vogelsang, Incorporator

Date: \_\_\_\_\_

2/21/02

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