

Papa & Gipe, P.A.
Personal Injury / Personal Injury Protection



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March 25, 2002
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: VIP - Vintage, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the articles of incorporation for filing with the Florida Secretary of State in connection with the referenced matter. Also enclosed is a check in the amount of \$87.50, which represents the filing fee, certified copy and Certificate of Status.

Thank you for your assistance in this matter. Should you have any questions or require additional information, please feel free to call me at (727) 724-6300.

Sincerely,

R. Stanley Gipe
R. Stanley Gipe, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
VIP-VINTAGE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**"), as follows:

Name: The name of the Corporation is **VIP-Vintage, Inc.**

Term of Existence: The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

Principal Office: The principal office and mailing address of the Corporation is 1409 N. Ft. Harrison, Suite D, Clearwater, Florida 33755.

Purpose: To transact any and all lawful business for which corporations may be incorporated under the Act; provided that nothing herein contained shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance.

Capital Stock: The Corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

Initial Registered Office and Agent: The street address of the initial registered office of the Corporation is 622 Bypass Drive, Suite 100, Clearwater, Florida 33764, and the name of its initial registered agent at such address is R. Stanley Gipe.

Directors: The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Jim Trice	1570 Budleigh Street Clearwater, Florida 33756
Jamie L. Limbaugh	1570 Budleigh Street Clearwater, Florida 33756
Louis A. DiNicola	217 Edgewood Avenue Clearwater, Florida 33755

Incorporator: The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
R. Stanley Gipe	622 Bypass Drive, Suite 100 Clearwater, Florida 33764

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Affiliated Transactions: The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

Control Share Acquisitions: The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

Bylaws: The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

Indemnification: The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

Amendment: These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 13, 2002.


R. Stanley Gipe, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Company to accept service of process on its behalf, at the place designated in these Articles of Organization. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: March 13, 2002.


R. Stanley Gipe

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SECRETARY OF STATE