

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

~~VGR, Inc.~~ VGR, Inc.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 15, 2002

MURAI WALD

SUBJECT: VG INC.
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ARTICLES OF INCORPORATION

OF

VGR, INC

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is VGR, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
305-358-5900
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Oct 11, 2002 11:14 AM

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 474 S. Northlake Boulevard, Suite 1020, Altamonte Springs, Fl. 32701 and the name of the initial registered agent of this corporation at that address is Christopher DelGuidice. The Principal Office and/or mailing address will be the same as the Registered Office.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Christopher DelGuidice, 474 S. Northlake Boulevard, Suite 1020, Altamonte Springs, Fl. 32701.

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ARTICLE VII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of OCTOBER, 2002.

Incorporator


Christopher DelGuidice

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CERTIFICATE OF REGISTERED AGENT
OF
VGR, INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That VGR, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Altamonte Springs, County of Orange, State of Florida, has named Christopher DelGuidice, located at 474 S. Northlake Boulevard, Suite 1020, Altamonte Springs, Fl. 32701, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 11 day of OCTOBER, 2002.


CHRISTOPHER DELGUIDICE

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