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Florida Department of State  
Division of Corporations  
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03 JAN 30 AM 10:34  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

vandolay, inc.

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ARTICLES OF INCORPORATION  
OF  
VANDOLAY, INC.

03 JAN 30 AM 10:34

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The undersigned attorney, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be VANDOLAY, INC.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

VANDOLAY, INC.  
291 SW 27 Avenue  
Miami, FL 33135

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name of the registered agent at that office, are as follows:

Mario Profeta  
291 SW 27 Avenue  
Miami, FL 33135

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### ARTICLE VI - INCORPORATOR

The name and street address of the sole incorporator of this corporation is:

Mario Profeta, Attorney for Incorporator  
1880 Cleveland Road  
Miami Beach, FL 33141

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Allen Stasevich  
1880 Cleveland Road  
Miami Beach, FL 33141

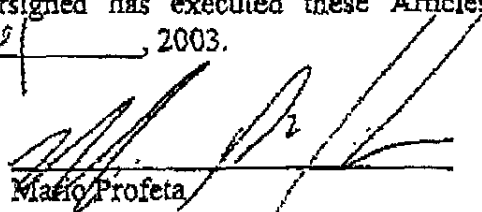
### ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of the corporation.

### ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the stockholders or at any special meeting of the stockholders called for that expressed purpose.

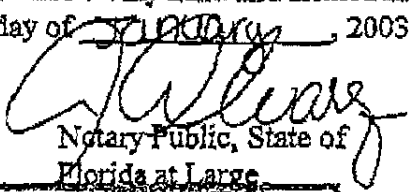
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27<sup>th</sup> day of January, 2003.

  
Mario Profeta  
Attorney for Incorporator

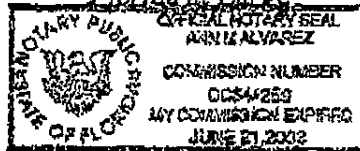
STATE OF FLORIDA )  
 ) ss:  
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Mario Profeta, known to me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21 day of January, 2003.

  
Notary Public, State of  
Florida at Large

My Commission expires:



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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is VANDOLAY, INC.
2. The name and address of the registered agent and office is:

Mario Profeta  
291 SW 27 Avenue  
Miami, FL 33135

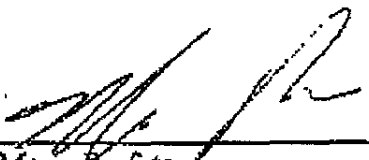
  
Mario Profeta  
Attorney for Incorporator of Vandolay, Inc.

Date: 1/27/03

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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 HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Mario Profeta  
Registered Agent of  
Vandolay, Inc.

Date: 1/27/03

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