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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

VILCO TECHNOLOGIES, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
VILCO TECHNOLOGIES, INC.

The undersigned, acting as incorporator of a corporation under Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is VILCO TECHNOLOGIES, INC., having its principal place of business at 110 SOUTH SHORE DRIVE, SUITE 6F, MIAMI BEACH, FLORIDA 33141.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue Ten Thousand (10,000) shares all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is 110 South Shore Drive, Suite 6F, and the name of its initial registered agent at said address is GERARD VILLENEUVE.

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ARTICLE VI

The number of directors and officers constituting its initial Board of Directors are two, whose names are:

| | |
|--|---|
| GERARD VILLENEUVE President/Treasurer | 110 South Shore Drive, Suite 6F Miami Beach, Florida 33141 |
| DEBORAH VILLENEUVE Vice President | 110 South Shore Drive, Suite 6F Miami Beach, Florida 33141 |

ARTICLE VII

The name and address of the incorporator is:

| | |
|-----------------------|---|
| DAVID S. TUPLER, ESQ. | 6950 Cypress Road, Suite 101 Plantation, Florida 33317 |
|-----------------------|---|

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any

property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.167(1), the effective date of the commencement of corporate existence is the 19th day of March, 2003, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, The undersigned has made and subscribed of these Articles of Incorporation at Plantation Broward County, Florida on the 19th day of March, 2003.




DAVID S. TUPLER, ESQ.

STATE OF FLORIDA
COUNTY OF BROWARD

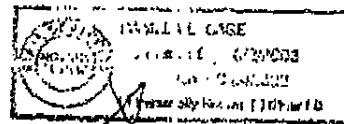
BEFORE ME, the undersigned appeared DAVID S. TUPLER, ESQ., who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he

made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my office seal at Plantation, in said County and State this 19th day of March, 2003.


Notary Public, State of Florida

My Commission Expires:



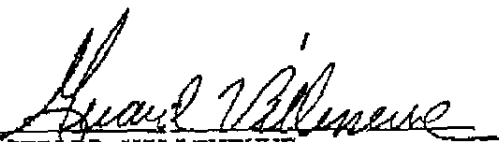
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First that VILCO TECHNOLOGIES, INC., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation at City of Miami
Beach, County of Miami-Dade, State of Florida has named GERARD
VILLENEUVE located at 110 South Shore Drive, Suite 6F, County of
Miami-Dade, State of Florida, as its agent to accept service of
process within this state.

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: 
GERARD VILLENEUVE
Registered Agent

This Instrument Prepared by:
David S. Tupler, Esq.
6950 Cypress Road, Suite 101
Plantation, FL 33317
(954) 792-5400

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