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From:

*Angie Calabrese*  
Account Name : AKERMAN, SENTERPITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

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FLORIDA PROFIT CORPORATION OR P.A.

VGD GP, INC.

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FAX AUDIT No. HQ3000159017

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION OF  
VGD GP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for VGD GP, Inc. (referred to herein as the "Corporation"):

**ARTICLE I  
NAME**

The name of the Corporation shall be VGD GP, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal place of business of the Corporation, and the mailing address of the Corporation, shall be 2200 N.W. 84th Avenue, Miami, Florida 33178.

**ARTICLE III  
CAPITAL STOCK**

The class and number of shares of stock that the Corporation is authorized to issue is one thousand (1,000) shares of common stock, with a par value of one tenth of one cent (\$0.001) per share. Each issued and outstanding share of common stock shall be entitled to one vote per share on matters submitted to the shareholders for a vote.

**ARTICLE IV  
REGISTERED AGENT AND ADDRESS**

The street address of the corporations initial registered agent is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

**ARTICLE V  
INCORPORATOR**

The name of the incorporator is Elizabeth Bello, and the address of the incorporator is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE VI  
INDEMNIFICATION**

The Corporation is authorized to indemnify the shareholders, directors, employees or agents of the Corporation to the fullest extent permitted by law.

FAX AUDIT No. H03000159017

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation on April 29<sup>th</sup>, 2003.

Elizabeth Bello  
Elizabeth Bello, Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of VGD GP, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 29<sup>th</sup> day of April, 2003.

American Information Services, Inc.

By: Angelica Calabrese  
Angelica Calabrese, Assistant Secretary

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