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(Requestor's Name)

XAVIER VITSOI  
21 edge centre DR #25  
Coral Gables, FL 33133

(City/State/Zip/Phone #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JUN -3 AM 9:31

FILED

**Articles of Incorporation  
of  
VMR Properties Corp**

**FILED**  
03 JUN -3 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the laws of Florida, hereby adopt the following articles of incorporation.

**Article I. Corporate Name**

The name of the corporation is: VMR Properties Corp

**Article II. Nature of Business and Powers**

The general nature of this business to be transacted by this corporation is to engage in any and all business permitted under law of the State of Florida in all real estate related activities including appraisals, property management and others.

**Article III. Capital Stock**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One thousand Five Hundred (1,500) shares of common stock having a par value of One dollar (\$1.00) per share.

**Article IV. Term of Existence**

This corporation shall have perpetual existence commencing upon the filing of these articles.

**Article V. Principal Address**

The principal address of the corporation shall be:

3975 Leafy Way  
Coconut Grove, FL 33133

**Article VI. Registered Agent**

Name: John Robinson  
Address: 3975 Leafy Way  
Coconut Grove, FL 33133

#### **Article VII. Initial Board of Directors**

This corporation shall have Two Directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial directors of the corporation are as follows:

John Robinson  
3975 Leafy Way  
Coconut Grove, FL 33133

Vivian Robinson  
3975 Leafy Way  
Coconut Grove, FL 33133

#### **Article VIII. Indemnification**

This corporation shall indemnify any Officer or Director, or any former officer or Director, to the fullest extent permitted by law.

#### **Article IX. Amendment**

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

#### **Article X. Transfer of Stock**

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares of the corporation at the net asset value thereof. Such offer shall be in writing signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make a satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his/her shares as he/she may see fit.


**Article XI. Incorporators**

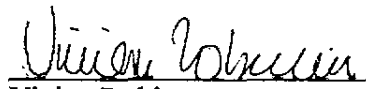
The name and address of the persons signing these articles of incorporation as incorporators are as follows:

John Robinson  
3975 Leafy Way  
~~COCONUT GROVE~~, FL 33133

Vivian Robinson  
3975 Leafy Way  
~~COCONUT GROVE~~, FL 33133

Executed by the undersigned at Miami, Florida on May 25, 2003.

  
John Robinson

  
Vivian Robinson

State of Florida  
County of Dade

## Certificate and Acknowledgement of Registered Agent

VMR Properties Corp

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

The above corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at

3975 Leafy Way  
BONNET GROVE, FL 33133

Has named John Robinson, as its registered agent to accept service of process within Florida.

### Acknowledgment

Having been named registered agent to accept service in process for the above-stated corporation at the place designated in this certificate, John Robinson hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

  
\_\_\_\_\_  
John Robinson

Date: 5/24/03

FILED  
03 JUN -3 AM 9:32  
STATE  
TALLAHASSEE, FLORIDA