

FROM: CARLTON FIELDS, FEL

FAX NO.: 813 2294260

09-03-03 02:21P P.01

P030000 96308

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H030002667100)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

RECEIVED AT STATE
TALLAHASSEE, FLORIDA

03 SEP -3 AM 9:35

FILED

FLORIDA PROFIT CORPORATION OR P.A.

VLR Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

4-9-4

Audit No. H03000266710 0

**ARTICLES OF INCORPORATION
OF
VLR HOLDINGS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is VLR Holdings, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 2010 East Palm Avenue, Suite 14309, Tampa, Florida 33605.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is 2010 East Palm Avenue, Suite 14309, Tampa, Florida 33605, and the name of its initial registered agent at that address is Paul R. Everton.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Paul R. Everton

Address

2010 East Palm Avenue
Suite 14309
Tampa, Florida 33605

Audit No. H03000266710 0

TPA#1848569.1

FILED

03 SEP -3 PM 9:33

Audit No. H03000266710 0

ARTICLE VI
Initial Director

The corporation initially shall have one (1) director, whose name and address are:

Name**Address**

Paul R. Everton

2010 East Palm Avenue
Suite 14309
Tampa, Florida 33605**ARTICLE VII**
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 2 day of SEP 2003.

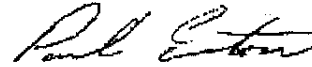
Paul R. Everton, Incorporator

Audit No. H03000266710 0

Audit No. H03000266710 0

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 2 day of SEP 2003.

Paul R. Everton, Registered Agent

FILED

03 SEP -3 AM 9:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H03000266710 0