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**ARTICLES OF INCORPORATION  
OF  
VSM AT PALM HARBOR, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida with an effective date of October 3, 2003.

**ARTICLE I. NAME**

The name of the corporation shall be VSM at Palm Harbor, Inc. (the "Company").

**ARTICLE II. MAILING ADDRESS & PRINCIPAL OFFICE**

The mailing address and principal place of business of the Company shall be 1102 Cass Street, Tampa, Florida 33602.

**ARTICLE III. CAPITAL STOCK**

The Company is authorized to issue 100,000 shares of common stock, par value \$.01 per share (the "Common Stock").

**A. Provisions Relating to the Common Stock**

1. Voting Rights. Except as otherwise required by law or as may be provided by resolutions of the Board of Directors authorizing the issuance of any class or series of stock, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock with each share of Common Stock entitled to one vote.

2. Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

**ARTICLE IV. REGISTERED AGENT**

The street address of the Company's registered agent is The Carriage House, Biglow-Helms Mansion, 4807 Bayshore Boulevard, Tampa, Florida 33611. The name of the registered agent at that address is Claudia Medina Thomas, Esq.

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#### ARTICLE V. BOARD OF DIRECTORS

A. Number of Directors. The number of directors constituting the Company's Board of Directors shall be fixed from time to time in the manner provided in the Company's Bylaws.

B. Term of Office. Each director shall be elected for an initial term of one year. Directors shall hold office for the term for which they are elected and until their successor shall have been elected and qualified or until their earlier resignation or removal from office or death.

C. Vacancies. A director may resign at any time by giving written notice to the Company, the Board of Directors, or the Chairman of the Board of Directors. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors due to death, resignation, retirement, disqualification, removal and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the shareholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or until the next election of one or more directors by shareholders if the vacancy is caused by an increase in the number of directors.

D. Removal. A director may be removed from office prior to the expiration of his or her term: (i) only for cause; and (ii) only upon the affirmative vote of at least two-thirds of outstanding shares of capital stock of the Company entitled to vote for the election of directors.

E. Amendments. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article V shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote for the election of directors.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Company shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are as follows:

Haynes T. Hendry  
1102 Cass Street  
Tampa, Florida 33602

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Ronald A. Oxtal  
1102 Cass Street  
Tampa, Florida 33602

#### **ARTICLE VII. LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Company or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Company or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Company Act (the "FBCA"), or (iv) for any transaction from which such director derives improper personal benefit. This Article VII shall be read to authorize the limitation of liability to the fullest extent permitted under Florida law. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Company existing immediately prior to such repeal or modification.

#### **ARTICLE VIII. SPECIAL MEETING OF SHAREHOLDERS**

Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article VIII shall not be altered, amended, or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

#### **ARTICLE IX. NO SHAREHOLDER ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the shareholders of the Company shall be taken at a duly called annual or special meeting of such holders and may not be taken by any consent in writing by such holders. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article IX shall not be altered, amended, or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

#### **ARTICLE X. INDEMNIFICATION**

The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Company's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

**ARTICLE XI. BYLAWS**

The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws or any part thereof. Certain provisions of the Bylaws, as stated therein, may not be altered, amended or repealed except by the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called, for such purpose. Except for such provisions requiring a two-thirds vote to alter, amend, or repeal, the Bylaws may be altered, amended or repealed and new bylaws may be adopted, by the shareholders upon affirmative vote of at least a majority of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article XI shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

**ARTICLE XII. NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by the Company shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida. The Company shall have perpetual existence.

**ARTICLE XIII. AMENDMENT**

Except as provided herein, these Articles of Incorporation may be altered, amended or repealed by the shareholders of the Company in accordance with Florida law.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation pursuant to the laws of the State of Florida, on this 3rd day of October 2003.

By:   
**CLAUDIA MEDINA THOMAS, ESQ.**  
**INCORPORATOR**

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named as registered agent to accept service of process on behalf of VSM at Palm Harbor, Inc., at the place designated in Article IV of the Articles of Amendment of Articles of Incorporation, 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 am familiar with and accept the duties and responsibilities as registered agent.

10/03/03  
DATE

  
CLAUDIA MEDINA THOMAS, ESQ.

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