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04 FEB -4 PM 12:49
SECRETARY OF STATE

02/12

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Vicat, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Victor S. Herda
Name (Printed or typed)

37808 Cl 439
Address

Eustis, FL 32736
City, State & Zip

(352) 8636-0632
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF
VICAT, INC.

FILED
04 FEB -4 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of the corporation is Vicat, Inc. The corporate address is 37808 CR 439, Eustis, FL 32736.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 60,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed with the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V
ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT

The initial registered office of this corporation and the name of its initial registered agent at such address are:

Victor S. Herda
37808 CR 439
Eustis, FL 32736

ARTICLE VI
DIRECTORS

The initial Board of Directors shall consist of one (1) member. A member of the Board of Directors need not be a resident of the State of Florida or a shareholder of the corporation.

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors have been elected and qualified are as follows:

Victor S. Herda
37808 CR 439
Eustis, FL 32736

ARTICLE VII
OFFICERS

The name and address of each of the officers of the corporation are as follows:

PRESIDENT,
SECRETARY
TREASURER

Victor S. Herda
37808 CR 439
Eustis, FL 32736

ARTICLE VIII
INCORPORATORS

The name and address of each of the incorporators and the number of shares of stock which each shall take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Victor S. Herda	37808 CR 439 Eustis, FL 32736	100.00

ARTICLE IX

RESTRICTION ON TRANSFER

The transfer of any share of stock of this corporation shall be restricted and each stock certificate shall bear the notice of restriction in a conspicuous place.

The restriction shall read as follows:

"The shares of stock evidenced by this certificate may not be transferred, pledged, assigned, or encumbered except in accordance with the terms of the Buy-Sell Agreement, a copy of which is on deposit and maintained in the corporate book."

ARTICLE X

AMENDMENT

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

ARTICLE XI

BYLAWS

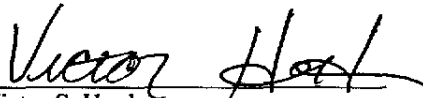
The power to adopt, amend or repeal the Bylaws shall be reserved to the Shareholders of this corporation.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

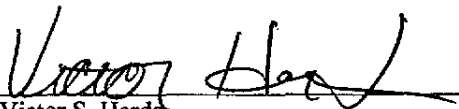
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4th day of FEB, 2004.


Victor S. Herda

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for Vicat, Inc. as stated in these Articles of Incorporation.

Dated: 2/2/04


Victor S. Herda

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED