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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**vky, inc.**

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 4, 2004

EMPIRE

SUBJECT: VKY, INC.  
REF: W04000029679

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch  
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FAX Aud. #: H04000160095  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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(4)

ARTICLES OF INCORPORATION  
OF  
VKY, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I  
Name

The name of the corporation is:

VKY, Inc.

Article II  
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III  
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV  
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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**Article V**  
**Initial Registered Office and Agent**

The street address of the initial principal office of this corporation is 1521 S.W. 5<sup>th</sup> Court, Ft. Lauderdale, Florida 33312. The name of the initial registered agent of this corporation is MARCIA SOTO, Esq. 201 Alhambra Circle, Suite 701, Coral Gables, Florida 33158.

**Article VI**  
**Directors**

(a) **Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The names and street addresses of the members of the first board of directors of the corporation are:

<b><u>Names</u></b>	<b><u>Street Addresses</u></b>
Victoria Butterfield	1521 S.W. 5 <sup>th</sup> Court Ft. Lauderdale, Florida 33312
Tom Johnson	1521 S.W. 5 <sup>th</sup> Court Ft. Lauderdale, Florida 33312

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII  
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

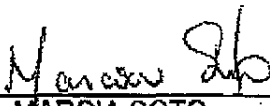
Article VIII  
Incorporator

The name and street address of the incorporator of this corporation is: Marcia Soto 201 Alhambra Circle, Suite 701, Coral Gables, Florida 33134.

Article IX  
Amendment

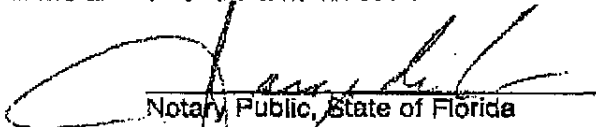
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles the 30<sup>th</sup> day of July, 2004.

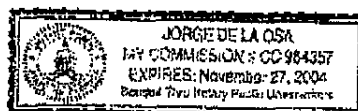
  
\_\_\_\_\_  
MARCIA SOTO

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 30th day of July, 2004 by Marcia Soto, who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

VKY, Inc. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at Miami, Florida, has named Marcia Soto located at 201 Alhambra Circle, Suite 701, Coral Gables, Florida 33158, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
MARCIA SOTO, Incorporator

Dated: July 30, 2004.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
MARCIA SOTO  
Resident Agent

Dated: July 30, 2004.

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