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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

VBI Merger Sub, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

In compliance with Chapter 607 of the Florida Statutes, the undersigned Incorporator hereby executes the following Articles of Incorporation.

ARTICLE I**Name**

The name of the corporation shall be VBI Merger Sub, Inc.

ARTICLE II**Principal Office**

The principal place of business and mailing address of the corporation is 1815 East State Road 60, Valrico, Florida 33594.

ARTICLE III**Purpose**

The general purpose of the corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (the "Act"). The corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV**Shares**

The corporation is authorized to issue one hundred (100) shares of common stock, all of which shall be without par value.

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ARTICLE VRegistered Agent

The name of the corporation's registered agent is Valrico State Bank, which has its principal office located at 1815 East State Road 60, Valrico, Florida 33594.

ARTICLE VIIncorporator

The name and address, respectively, of the Incorporator is Jerry L. Ball, 1815 East State Road 60, Valrico, Florida 33594.

IN WITNESS WHEREOF, the undersigned Incorporator does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby sets his hand as of the date indicated.


Jerry L. Ball, Incorporator

Date: 9/29/04

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Valrico State Bank

By: Jerry L. Ball, President

Date: 9/29/04