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

From:  
Account Name : TESCHER, LIPPMAN & VALINSKY  
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STATE  
FLORIDA  
10/12/2004 11:3:13

**FLORIDA PROFIT CORPORATION OR P.A.**

**VABC, Inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

VABC, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: VABC, Inc.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 750 Southeast Third Avenue, Suite 100, Fort Lauderdale, Florida 33316.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.00001 par value per share.

In accordance with Section 607.10025(7) of the Florida Business Corporation Act, upon the effectiveness of a combination, as such term is defined in Section 607.10025(1) of such Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

FAX AUDIT #H04000203670 3  
Prepared By: Lippman Valinsky & Storfer  
100 Northeast Third Avenue, Suite 610  
Fort Lauderdale, FL 33301  
Telephone: (954) 467-1964  
Jay L. Valinsky FL Bar No. 0625109

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ARTICLE IV  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jay L. Valinsky  
6385 Via Rosa  
Boca Raton, Florida 333433

ARTICLE V  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Jay L. Valinsky  
6385 Via Rosa  
Boca Raton, Florida 33433

ARTICLE VI  
INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII  
AFFILIATED TRANSACTIONS

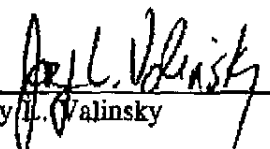
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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**ARTICLE VIII**  
**CONTROL SHARE ACQUISITIONS**

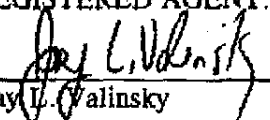
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

  
Jay L. Valinsky

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

  
Jay L. Valinsky

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