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Division of Corporations

FAX NO.

P. 01  
Page 1 of 1

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Account Name : RASCO, REININGER, PEREZ & ESQUENAZI, P.L.  
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Vertika, Inc.

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FAX NO.

P. 02



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

December 7, 2004

RASCO, REININGER, ET. AL.

SUBJECT: VERTIKA, INC.  
REF: W04000044428

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.

You must list at least one incorporator with a complete business street address.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

FAX Aud. #: H04000237279  
Letter Number: 804A00068276

Audit No.: H04000237279 3

**ARTICLES OF INCORPORATION  
OF  
VERTIKA, INC.**

The undersigned, acting as incorporator of VERTIKA, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

VERTIKA, INC.

and the principal place of business is:

575 Crandon Blvd.  
Apt. #405  
Key Biscayne, Florida 33149

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**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

Audit No.: H04000237279 3  
This instrument prepared by:  
Rasco Reiminger Perez & Esquenazi, P.L.  
283 Catalonia Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134  
Telephone (305) 476-7100

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ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 575 Crandon Blvd., Apt. 405, Key Biscayne, Florida 33149, and the name of the corporation's initial registered agent at that address is Judith G. Varela.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

Rachel M. Camber, Esq.  
Rasco Reininger Perez & Esquenazi, P.L.  
283 Catalonia Avenue, 2nd Floor  
Coral Gables, Florida 33134

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Judith G. Varela  
575 Crandon Blvd.  
Apt. #405  
Key Biscayne, Florida 33149

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholder(s) if the shareholder(s) specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the

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holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of December, 2004.

  
Rachel A. Camber, Esq., Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent of VERTIKA, INC. in the foregoing Articles of Incorporation, Judith G. Varela hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

  
Judith G. Varela

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