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FLORIDA PROFTT CORPORATION OR P.A.

VANGUARD MERGER SUB, INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
VANGUARD MERGER SUB, INC.

ARTICLE I - Name and Address

The name of this corporation is VANGUARD MERGER SUB, INC. The principal office of the corporation is 5307 Great Oak Drive, Lakeland, Florida 33815 and the mailing address of the corporation is 10232 South 51st Street, Phoenix, Arizona 85044.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, FL 33756, and the name of the initial registered agent of this corporation at that address is A.R. Neal.

ARTICLE V - Incorporator

The name of the person signing these Articles is Tim Einwechter, whose address is 10232 South 51st Street, Phoenix, Arizona 85044.

ARTICLE VI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

Prepared By:

A.R. Neal, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0369152
(727) 461-1818

ARTICLE VII - Amendment

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

23rd The undersigned incorporator has executed these Articles of Incorporation this day of August, 2005.

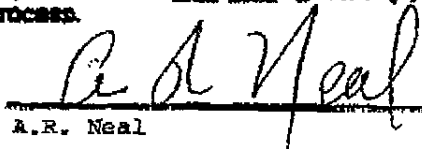

TIM EINWECHTER

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, VANGUARD MERGER SUB. INC., desiring to organize under the laws of the State of Florida, hereby designates the undersigned as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


A.R. Neal

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