

JAN. 3. 2006 3:22PM

CAPITAL CONNECTION

NO. 0095 P. 1

7060000000853

Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

VETERANS MEDIATION SERVICES, INC.

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**ARTICLES OF INCORPORATION.
OF
VETERANS MEDIATION SERVICES, INC.**

**ARTICLE I
CORPORATE NAME.**

The name of this corporation is: VETERANS MEDIATION SERVICES, INC.

**ARTICLE II.
NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this Corporation is to engage in any and business permitted under the laws of the State of Florida.

**ARTICLE III.
CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV.
TERM OF EXISTENCE.**

This Corporation shall have perpetual existence commencing upon execution of these articles.

**ARTICLE V.
REGISTERED AGENT AND INITIAL REGISTERED OFFICE.**

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

Peter T. Gianino, JD
217 East Ocean Blvd
Stuart, Florida 34994

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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

The principal place of business and address is:

217 East Ocean Blvd
Stuart, Florida 34994

ARTICLE VI.
BOARD OF DIRECTORS.

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII.
INITIAL DIRECTORS.

The names and addresses of the initial directors of this Corporation and their street addresses are:

Charley D. Price, JD
126 Dirksen Drive
DeBary, Florida 32713

Peter T. Gianino, JD
217 East Ocean Blvd
Stuart, Florida 34994

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII.
INCORPORATOR.

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

Peter T. Gianino, JD
217 East Ocean Blvd
Stuart, Florida 34994

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CAPITAL CONNECTION

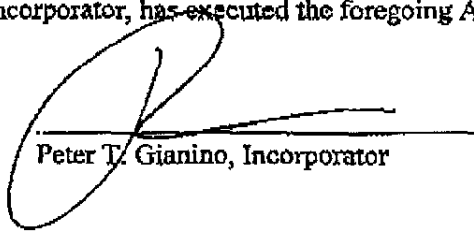
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ARTICLE IX.
AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on January, 3, 2006.

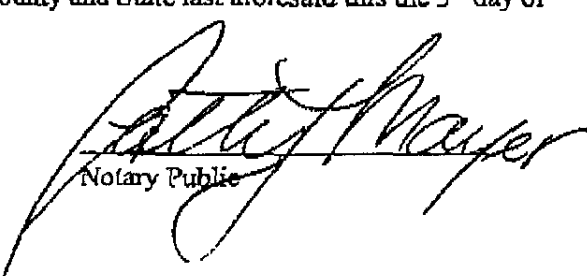

Peter T. Gianino, Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, an Officer duly authorized to administer and take acknowledgments, personally appeared Peter T. Gianino, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: Peter T. Gianino, and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this the 3rd day of January, 2006.




Notary Public

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO the provisions of Section 607.0601, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

- 1 The name of the corporation is VETERANS MEDIATION SERVICES, INC.
2. The name and address of the registered agent and office is:

Peter T. Gianino, JD
217 East Ocean Blvd.
Stuart, Florida 34994


Registered Agent

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

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