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Articles

Vendaire Capital International, Inc.

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

ARTICLES OF INCORPORATION
OF
VENDAIRE CAPITAL INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be VENDAIRE CAPITAL INTERNATIONAL, INC.

ARTICLE II-PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 433 Plaza Real, Suite 275, Boca Raton, Florida 33432. The mailing address of the Corporation shall be 433 Plaza Real, Suite 275, Boca Raton, Florida 33432.

ARTICLE III-DATE OF EXISTENCE

This corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV-INDEMNIFICATION

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

ARTICLE V-STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE VI-CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is: two hundred thousand (200,000) shares, consisting of (a) one hundred thousand (100,000) shares of Common Stock, par value \$10.00 per share (the "Common Stock"), (b) one hundred thousand (100,000) shares of Series A Preferred Stock, par value \$100.00 per share (the "Series A Stock"). A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

A. Common Stock.

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges, and other rights.

2. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors of the Corporation (the "Board") authorizing the issuance of any class or series of the Series A Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock and each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

3. Dividends. Subject to the rights of the holders of the Series A Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends (payable in cash, stock or otherwise) as the Board may from time to time determine, payable to stockholders of record on such date or dates as shall be fixed for such purpose by the Board in accordance with the Florida Business Corporation Act.

4. Other. The Common Stock and holders thereof shall have all such other powers and rights as provided by law.

B. Series A Preferred Stock

1. General. The Series A Stock may be issued from time to time in one or more classes, the shares of each class to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board as hereinafter prescribed and without the need for shareholder approval.

2. Preferences. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Series A Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance of any such Series A Stock and, with respect to each class or series of the Series A Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) the number of shares to constitute the class and the designations thereof;
- (b) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (c) whether or not the shares of a class shall be subject to the operation of retirement or sinking funds to be applied to the *purchase or redemption of such shares for retirement*, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (d) the dividend rate, if any, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (e) the preferences, if any, and the amounts thereof that the holders of any class thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (f) such other rights or limitations with respect to any class as the Board may deem advisable and as provided by applicable law.

The shares of each class of the Series A Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Series A Stock designated for any existing class by a resolution adding to such class or series authorized and unissued shares of the Series A Stock not designated for any other class. The Board may decrease the

number of shares of the Series A Stock designated for any existing class by a resolution, subtracting from such class unissued shares of the Series A Stock designated for such class, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Series A Stock.

ARTICLE VII-INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 120 E. Concord Street, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Donna L. Draves of The Draves Law Firm, P.A. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII-INCORPORATOR

The name and address of the Incorporator of this Corporation is:

THOMAS J. ZATYLN
433 PLAZA REAL
SUITE 275
BOCA RATON, FLORIDA 33432

ARTICLE IX-INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be three (3). The names and addresses of the initial directors are:

THOMAS J. ZATYLN
433 PLAZA REAL
SUITE 275
BOCA RATON, FLORIDA 33432

DR. CLAUDE LANDRY
433 PLAZA REAL
SUITE 275
BOCA RATON, FLORIDA 33432

DENIS G. GOULIARIS
433 PLAZA REAL
SUITE 275
BOCA RATON, FLORIDA 33432

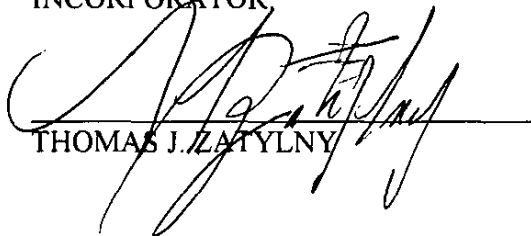
B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

ARTICLE X-NATURE OF BUSINESS

This Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 23 day of May, 2006.

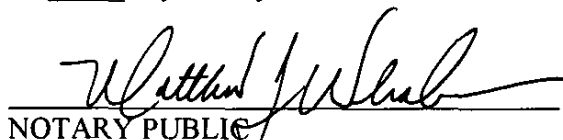
INCORPORATOR:


THOMAS J. ZATYLYNY

STATE OF NEW YORK
COUNTY OF CLINTON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared to me Thomas J. Zatylny, who presented Canadian passport as identification and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 23rd day of May, 2006.


NOTARY PUBLIC

MATTHEW J. WHALEN
Notary Public, State of New York
Qualified in Clinton County
Reg. No. 01WH112360
Commission Expires July 6, 2008

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

VENDAIRE CAPITAL INTERNATIONAL, INC., a corporation organized under the laws of the State of Florida, with its principal office located at, has named DONNA L. DRAVES of THE DRAVES LAW FIRM, P.A. whose address is 120 East Concord St., Orlando, Florida 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:


DONNA L. DRAVES

STATE OF FLORIDA
COUNTY OF ORANGE

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TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Donna L. Draves to me known to be the person described in and who executed the foregoing Designation and Acceptance and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 31st day of May, 2006.



Deborah A Samuel
My Commission DD170991
Expires January 12, 2007


NOTARY PUBLIC, STATE OF FLORIDA