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To: *Per our conversation*
Mary Ann
Division of Corporations
Fax Number : (850)205-0381 *245 6804*

From:
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : I19980000010
Phone : (954)463-2700
Fax Number : (954)463-2224

FLORIDA PROFIT/NON PROFIT CORPORATIO
VF II, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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2006 JUN - 1 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. Burch JUN. 6 2006

VF II, LLC
450 E. Las Olas Blvd., Suite 1500
Fort Lauderdale, Florida 33301

June 2, 2006

VIA FAX

Florida Department of State
Division of Corporations

**RE: VF II, INC.
W06000025346**

Dear Filing Officer:

The undersigned, Diana M. Guerra, being an authorized representative of the members of VF II, LLC, a Florida limited liability company, filed on June 1, 2006 under document number L06000056594 (the "Company"), hereby say:

- (1) That VF II, INC., a new Florida corporation, is affiliated with the Company; and
- (2) That the Company authorizes the use of the name and the filing of the Articles of Incorporation of VF II, INC. with the Florida Department of State.

Please file the new corporation accordingly, and send us evidence of this filing by fax to 954-463-2224.

Sincerely,



Diana M. Guerra, an authorized representative
of the members

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**ARTICLES OF INCORPORATION
OF
VF II, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I
NAME**

The name of the corporation is VF II, INC. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation are: 450 E. Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

**ARTICLE III
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock having a par value of \$0.001 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: Las Olas Centre II, Suite 1600, 350 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301-28711. The name of the Corporation's registered agent at that office is: American Information Services, Inc.

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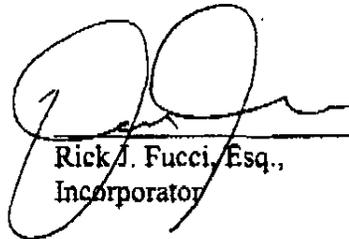
ARTICLE V
INCORPORATOR

The name and street address of the incorporator are: Rick J. Fucci, Las Olas Centre II, Suite 1600, 350 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301-28711.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 1, 2006.



Rick J. Fucci, Esq.,
Incorporator

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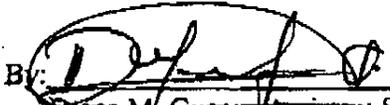
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of VF II, INC. (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 15th day of June, 2006.

American Information Services, Inc.

By: 
Diana M. Guerra, Assistant Secretary