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FLORIDA PROFIT/NON PROFIT CORPORATION

V & A Financial Consulting, Inc.

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ARTICLES OF INCORPORATION

OF

V & A FINANCIAL CONSULTING, INC.

ARTICLE I - NAME

The name of this corporation is V & A FINANCIAL CONSULTING, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 210 Crown Point Circle, Suite 200, Longwood, Florida 32779. The initial mailing address of the corporation is 210 Crown Point Circle, Suite 200, Longwood, Florida 32779.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 210 Crown Point Circle, Suite 200, Longwood, Florida 32779 and the initial registered agent of this corporation at that address is Adrian A. Assent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

ADRIAN A. ASSENT

210 Crown Point Circle, Suite 200
Longwood, Florida 32779

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial members of this corporation's initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
ADRIAN A. ASSENT	210 Crown Point Circle, Suite 200 Longwood, Florida 32779
JORGE VALDEZ	210 Crown Point Circle, Suite 200 Longwood, Florida 32779

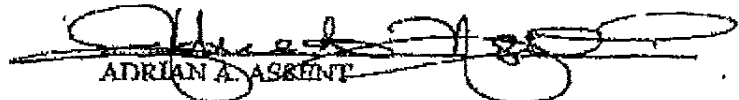
ARTICLE VII - INITIAL OFFICERS

The name, title and street address of the initial officers of the corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
ADRIAN A. ASSENT	President	210 Crown Point Circle, Suite 200 Longwood, Florida 32779
JORGE VALDEZ	Vice President Secretary Treasurer	210 Crown Point Circle, Suite 200 Longwood, Florida 32779

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 29th day of June, 2006.

Incorporator:


ADRIAN A. ASSENT

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is **V & A FINANCIAL CONSULTING, INC.**
2. The name and address of the registered agent and office is:

Adrian A. Assent
210 Crown Point Circle, Suite 200
Longwood, Florida 32779


Adrian A. Assent, Incorporator

Dated this 29th day of June, 2006.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


Adrian A. Assent

Dated this 29th day of June, 2006.