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### Bruce Elliot Evans

ATTORNEY AT LAW

190 WEST PALMETTO PARK ROAD BOCA RATON, FLORIDA 38482

TELEPHONE (561) 338-2992 FACSIMILE (561) 368-6915

OF COUNSEL TO CHARLES WENDER ATTORNEY-AT-LAW, CHARTERED

BRUCE ELLIOT EVANS
ALSO MEMBER OF NY & CT BAR

BELLE KRUPINSKI LEGAL ASSISTANT

January 10, 2007

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

ATTN: New Filing Section

RE: VICOR ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed please find two originals of the Articles of Incorporation along with my check in the amount \$78.75, made payable to the Secretary of State.

Please file these Articles of Incorporation at your earliest convenience and return a certified copy to my office.

Thank you for your time and attention to this matter.

Very truly your

Bruce Elliot Evans

BEE/bjk Enclosures I:corp.ltr

FILED ARTICLES OF INCORPORATION 2007 JAN 17 PM 4:00

ViCor Enterprises, Inc.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

#### ARTICLE I

The name of the corporation shall be:

ViCor Enterprises, Inc.

and its initial post office address and its principal office for the conduct of business is:

> 12301 N.W. 26th Street Coral Springs, Florida 33065

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE II

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

#### ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock at \$.01 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

#### ARTICLE IV

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

#### ARTICLE VI

This corporation shall have one director initially, and the number of directors may be increased from time to time by the By-Laws but shall never be less than one and shall never be an even number. The name and address of the initial director of this corporation is:

Addorolata D'Annunzio
12301 N.W. 26<sup>th</sup> Street
Coral Springs, Florida 33065

#### ARTICLE VII

The name and address of the person signing these articles is:

Addorolata D'Annunzio 12301 N.W. 26<sup>th</sup> Street Coral Springs, Florida 33065

#### ARTICLE VIII

The street address of the initial registered office of this corporation is 12301 N.W.  $26^{\rm th}$  Street, Coral Springs, Florida

33065, and the name of the initial registered agent of this corporation located at 12301 N.W.  $26^{th}$  Street, Coral Springs, Florida 33065, is Addorolata D'Annunzio.

#### ARTICLE IX

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE X

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

#### ARTICLE XII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this  $\frac{g}{2000}$  th day of  $\frac{g}{2000}$ 

Addorolata D'Annun

SUBSCRIBER

## CANADA PROVINCE OF ONTARIO CITY OF TORONTO CONSULATE GENERAL OF THE UNITED STATES OF AMERICA

STATE OF COUNTY OF

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 Addorolata D'Annunzio, who is personally known to me, or produced as identification, and who acknowledged the same to be her free act and deed that she executed the same and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this \_th day 9 ÅN 8 2007 , 2006.

Notary Public

My Commission Expires:

INDEFINITE

JULIE A. STINEHART

CONSUL OF THE

UNITED STATES OF AMERICA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That ViCor Enterprises, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 12301 N.W. 26<sup>th</sup> Street, Coral Springs, Florida 33065, has named Addorolata D'Annunzio located at 12301 N.W. 26<sup>th</sup> Street, Coral Springs, Florida 33065, as its agent to accept service of process within this State.

#### **ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Addorolata D'Annunzio

Resident Agent

Addorolata.AOI

