

**P07000045855**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**VIDAPLUS CORP.**

|                       |         |
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CERTIFICATE OF INCORPORATION

OF

VIDAPLUS CORP.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is VIDAPLUS CORP.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

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ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1920 SW 125 Court, Miami, Florida 33175. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is Elizabeth Hutson, Esquire, 7700 North Kendall Drive, Suite 702, Miami, Florida 33156.

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 two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT


VIDAPLUS CORP. desiring to organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Dade, State of Florida, hereby designates, as its Registered Agent, Elizabeth Hutson, Esquire, to accept services within the State. The registered office of the corporation shall be 7700 North Kendall Drive, Suite 702, Miami, Florida 33156.

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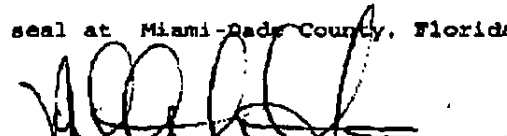
WITNESS the hand and seal of the incorporator in Dade  
County, State of Florida, this 12th day of April, 2007.

  
Elizabeth Hutson, Esquire

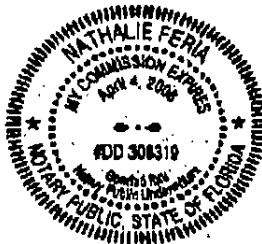
STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE     )

PERSONALLY appeared before me, Elizabeth Hutson, Esquire to me well  
known to be the incorporator to the foregoing Articles of VIDAPLUS CORP.  
who being by me first duly sworn, acknowledges that she signed the same for  
the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 12th day of  
April, 2007.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:



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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 office/registered agent, in the State of Florida.

1. The name of the corporation is VIDAPLUS CORP.
2. The name and address of the registered agent and office is:  
Elizabeth Hutson, Esquire  
HUTSON & de TORRES, P.A.  
7700 North Kendall Drive, Suite 702  
Miami, Florida 33156

  
ELIZABETH HUTSON, ESQUIRE  
Date: 4/12/07

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
ELIZABETH HUTSON, ESQUIRE  
Date: 4/12/07

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