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Effective Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ANDREW L. GRAHAM P.A.
ATTORNEY AT LAW

1808 W. Hills Avenue
Tampa, Florida 33606

Telephone (813) 251-5436

August 20, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Greetings:

Please file Articles of Incorporation for VERTICAL APS, INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

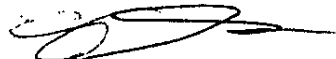
Filing Fee	\$ 35.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

ALG/cmp



August 24, 2007

Ms. Becky McKnight
Florida Division of Corporations
Tallahassee, Florida

Dear Ms. McKnight:

I am Chairman and Managing Member of Vertical APS, LLC. Vertical APS LLC and Vertical APS, Inc. will have the same ownership group and Vertical APS, LLC consents to the formation of Vertical APS, Inc.

My contact information is listed below should you need to reach me.

Sincerely,

William H. Sands
Chairman, Managing Member
Vertical APS, LLC

VerticalAPS, LLC

Mailing Address
PO Box 1527
Winter Haven, Florida 33882

Corporate Offices,
840 West Lake Otis Drive
Winter Haven, Florida 33880

11023 Gatewood Drive
Suite 103
Bradenton, Florida 34211

Office: (813) 386-3700
Mobile: (863) 287-1297

Email: bill.sands@verticalaps.com
Web: www.verticalaps.com

RECEIVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 AUG 23 PM 12:08

APPROVED
AND
FILED

**ARTICLES OF INCORPORATION
OF
VERTICAL APS, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is VERTICAL APS, INC.

Effective Date

08-20-07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 AUG 23 PM 12:06

APPROVED
AND
FILED

ARTICLE II ADDRESS

The corporation's address is 840 West Lake Otis Drive, Winter Haven, Florida 33880.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence August 20, 2007; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

5.1. Authorized Shares. The corporation is authorized to issue 25,000,000 shares of common stock, each having a par value of \$00.001, and 10,000,000 shares of preferred stock. The common shares are divided into two classes: 24,000,000 shares of Class A common stock and 1,000,000 shares of Class B common stock.

5.2. Preferences, Privileges, Restrictions and Rights.

5.2.1. Common Shares. Except when voting for directors, each common share confers the same rights and privileges as conferred by every other common share. Common shareholders are entitled to one vote for each share held. Common shareholders do not have preemptive rights.

5.2.2. Preferred Shares. The corporation may issue preferred shares, having a preference in the distribution of dividends or assets of the corporation, in one or more series. The Board of Directors is authorized to determine, in the manner provided by law, the preferences, limitations, and relative rights of each series. Each series must be given a distinguishing designation. All shares within a series must have preferences, limitations, and relative rights identical with those of all other shares of the same series and, except to the extent otherwise provided in the description of the series, those of other preferred shares. The preferences, limitations and relative rights the Board of Directors may consider include, among others, (i) the rates, times of accrual and payment of dividends; (ii) the amount or amounts payable upon, and the manner of, redemption; (iii) the amount or amounts payable upon liquidation, dissolution or winding-up of the corporation; (iv) par values; (v) stated values; (vi) sinking fund provisions; (vii) the terms and rates of conversion or exchange; and (viii) voting rights. Except as provided in these Articles of Incorporation, preferred shareholders will not be entitled to participate in the earnings or assets of the corporation. The Board of Directors may from time to time increase the number of shares of any series by providing that any unissued preferred shares will constitute part of a particular series, or may decrease (but not below the number of outstanding shares) the number of shares of any series by providing that any unissued shares previously assigned to a particular series will no longer constitute part of that series. To effectuate an increase or decrease in the number of shares of a series, the Board of Directors may fix or alter the terms of any unissued preferred shares. Preferred shares purchased or otherwise acquired by the corporation in any manner whatsoever will be immediately retired and canceled after the acquisition. Upon their cancellation, all such shares will become authorized but unissued preferred shares reissuable as a part of the same series or as part of a new series of preferred shares to be created by resolution or resolutions of the Board of Directors.

5.3. Series A Preferred Shares.

5.3.1. Designation and Amount. Two hundred thousand shares of the authorized preferred stock of the corporation are designated as "Series A Preferred Shares" (the "Series A Preferred Shares"). The number of Series A Preferred Shares may be increased or decreased by resolution of the Board of Directors; provided that no decrease will reduce the number of Series A Preferred Shares to a number less than the number of Series A Preferred Shares then outstanding plus the number of Series A Preferred Shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the corporation.

5.3.2. Par Value. The par value per Series A Preferred Share is \$0.001.

5.3.3. Stated Value. The stated value per Series A Preferred Share is \$5.00 (the "Stated Value").

5.3.4. Dividends and Distributions.

5.3.4.1. Series A Preferred Share Dividends. Whenever the corporation files its U.S. Corporate Income Tax Return and that return indicates positive taxable income, the corporation will calculate an amount equal to ten percent of its after tax net income (the "Series A Dividend Amount"). For this purpose, "after tax net income" is "Taxable Income" as reported on the U.S. Corporate Income Tax Return less the reported federal income taxes associated with that taxable income. Each Series A Preferred Shareholder will be entitled to receive, when, as and if declared by the Board of Directors, out of the assets of the corporation legally available therefor, a cumulative cash dividend equal to a pro rata portion (based upon the number of shares held) of the Series A Dividend Amount. Such dividends will be payable and accrue on the "Accrual Date," which will be the 60th day after the date on which the corporation files the applicable U.S. Corporate Income Tax Return. Notwithstanding the foregoing, no dividends will accrue on Series A Preferred Shares if on such Accrual Date distribution of the Series A Dividend Amount would, immediately after the distribution, leave the corporation with cash and cash equivalents of less than \$250,000 or less than an amount equal six months of average monthly operating expenses. Six months of average monthly operating expenses will be determined by dividing by 12 the amount reported as "Total Deductions" on the corporation's most recent U.S. Corporate Income Tax Return. If the U.S. Corporate Income Tax Return is for less than a full year then the amount reported as "Total Deductions" will instead be divided by the number of days during which the corporation engaged in business operations during the year and then multiplied by 30. All the Series Preferred Share dividends, including additional Series Preferred Share Dividends, will be fully cumulative and prior and in preference to any declaration or payment of any dividend (payable other than in common shares) on any other capital stock of the corporation. Except upon a conversion of a Series A Preferred Share, all the Series Preferred Share Dividends, including additional Series A Preferred dividends, will be paid proratably among the Series A Preferred Shareholders. The record date fixed by the Board of Directors for determining the holders of Series A Preferred Shares entitled to dividends will be not more than 60 days nor fewer than 10 days before the date of payment.

5.3.4.2. Series A Dividend Arrearage. An additional Series Preferred Share dividend will accrue on any accrued but unpaid Series Preferred Share dividends (regardless of whether they have been declared) from the Accrual Date until the Series Preferred Share dividends are paid. The additional dividend will be 10% of the amount of the accrued and unpaid Series Preferred Share dividend multiplied by the number of days since the Accrual date divided by 360.

5.3.4.3. Maximum Series Preferred Share Dividends. Series Preferred Share dividends will cease to accrue anytime the sum of all the Series Preferred Share dividends previously paid to the then currently outstanding Series A Preferred Shares and the accrued but unpaid Series Preferred Share dividends is equal to the number of the then currently outstanding Series A Preferred Shares times the Stated Value, as adjusted. For clarity note that anytime Series A Preferred Shares are converted to Class A common shares, the amount of Series Preferred Share

Preferred Share dividends previously paid (if any) and accrued and unpaid dividends (if any) will decline because the number of outstanding Series A Preferred Shares will have declined as a result of the conversion

5.3.4.4. Other Dividends. In addition to Series Preferred Share dividends, the holders of Series A Preferred Shares will be entitled to participate fully on a share-for-share basis with any dividends declared or paid with respect to common shares (other than dividends paid in common stock).

5.3.5. Voting Rights; Pre-Emptive Rights. Except with respect to directors, the holders of Series A Preferred Shares will be entitled to vote on all matters properly brought before the shareholders. Series A Preferred Shareholders will be entitled to vote for Class III directors with the holders of the Class A common shares as a single class, and not as a separate class or series. They will be entitled to one vote for each full common share into which their Series A Preferred Shares (including accrued dividends) are convertible. They will vote separately as a class whenever required by law or by applicable stock exchange or market rules, if any. Series A Preferred Shareholders will not have pre-emptive rights.

5.3.6. Conversion.

5.3.6.1. Conversion by Shareholders. Holders of the Series A Preferred Shares will be entitled anytime to convert all or part of their shares into a number of fully-paid, non-assessable Class A common shares of the corporation equal to the quotient obtained when dividing (A) the sum of (i) the product obtained when (a) the number of Series A Preferred Shares to be converted is multiplied by (b) the Stated Value, as adjusted, and (ii) the amount of accrued and unpaid Series Preferred Share dividends, including additional dividends, associated with the Series A Preferred Shares to be converted by (B) the Stated Value, as adjusted. No fractional shares will be issued. Fractions will be rounded down to the nearest whole number of Class A common shares. The corporation will at all times reserve and keep available sufficient authorized Class A common shares for the conversion of the outstanding Series A Preferred Shares and the exercise or conversion of any other securities it has issued.

5.3.6.2. Conversion by Corporation. The corporation may, at its option, elect to convert into Class A common shares of any or all of the Series A Preferred Shares upon or anytime after the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of securities for the account of the corporation to the public. The formula for conversion will be as described in Section 5.3.6.1 above.

5.3.6.3. Right of Redemption by Corporation. Upon conversion of any Series A Preferred Shares into Class A common shares, the corporation will have the right within ten days of the conversion to redeem from that shareholder a number of Class A common shares determined by dividing (A) the amount of the accrued and unpaid Series Preferred Share dividends (directly connected to the conversion) by (B) the Stated Value, as adjusted. The price per share will be the Stated Value, as adjusted. For clarity, the purpose of this provision is to enable the corporation, in effect, to pay cash in lieu of stock for the portion of the conversion attributable to

attributable to accrued dividends.

5.3.6.4. Manner of Conversion and Redemption. Except as otherwise agreed in writing by the corporation, each conversion by a shareholder of Series A Preferred Shares into Class A common shares will be effected by the surrender to the corporation, at its principal office, during normal business hours, of the certificate or certificates representing the shares to be converted, together with a written notice by the holder stating the number of Series A Preferred Shares being converted into Class A common shares. When conversion is at the election of the corporation, conversion will occur at the time and date set forth in a written notice delivered by the corporation to the Series A Shareholder. Such time and date will be not fewer than seven days nor more than 60 days after delivery of the notice. The notice will be deemed delivered two days after it is deposited for mailing with the U.S. Postal Service. Upon conversion, the rights of any holder with respect to the converted Series A Preferred Shares will cease and the person or persons in whose name or names the Class A common shares are to be issued upon such conversion will be deemed to have become the holder or holders of record for the Class A common shares represented thereby. Within a reasonable time thereafter, the corporation will issue and deliver in accordance with the surrendering holder's instructions the certificate or certificates for the Class A common shares issuable upon such conversion and a certificate representing any shares of Series A Preferred Shares that were represented by the certificates delivered to the corporation in connection with such conversion, but were not converted. If the corporation elects to redeem any portion of the Class A common shares in accordance with Section 5.3.6.3, then it will deliver written notice of such election to the converting shareholder and may withhold delivery of a certificate representing the redeemed shares and deliver in lieu thereof payment for the redeemed shares.

5.3.6.4. Adjustments to Conversion Ratio.

5.3.6.4.1. Stock Dividend. If the number of outstanding shares of the corporation's common stock is increased by a stock dividend payable in shares of the corporation's common stock, then, immediately after the stock dividend, the Stated Value will be adjusted downward (and any other appropriate actions will be taken by the corporation) so that the Series A Preferred Shareholders will be entitled to receive upon conversion of their Series A Preferred Shares the number of Class A common shares that they would have owned or been entitled to receive had they converted their Series A Preferred Shares immediately before the record date for the determination of holders of common stock entitled to receive the stock dividend or split-up (but fully reflecting any payment and accrual of Series Preferred Share dividends up to and through the date the stock dividend is distributed). Moreover, immediately after distribution of the stock dividend, the corporation will make full and fair provision for Series A Preferred Shareholders that converted their Series A Preferred Shares after the record date but before occurrence of the stock dividend. Such shareholders will be treated as if they had converted their Series A Preferred Shares after adjustment of the Stated Value (but without taking into account any dividends that would have accrued after the conversion date).

5.3.6.4.2. Stock Split/Combination/Reclassification. If the number of outstanding shares of the corporation's common stock is increased or decreased by a stock split, reverse stock split, or a combination or reclassification of shares of common stock, then,

then, immediately after such an event, the Stated Value will be adjusted (and any other appropriate actions will be taken by the corporation) so that the Series A Preferred Shareholders will be entitled to receive upon conversion of their Series A Preferred Shares the number of Class A common shares that they would have owned had they converted their Series A Preferred Shares immediately before the event.

5.3.6.4.3. Consolidation/Merger. If the corporation effects any capital reorganization or reclassification of its common stock, or a consolidation or merger with another corporation, or the sale or other transfer of substantially all of its assets to another corporation or entity, then, as a condition to such transaction, the corporation will make fair and lawful provision whereby the Series A Preferred Shareholders will have the right to convert their Series A Preferred Shares into, in lieu of Class A common shares of the corporation, such shares of stock, securities, or assets as they would have owned or been entitled to receive in the transaction had converted their Series A Preferred Shares immediately before the effective date of the transaction. The corporation will not effect any such transaction unless the resulting successor or purchasing entity (if not the corporation) assumes by written instrument the obligation to deliver the applicable shares of stock, securities, or assets in accordance with the foregoing provision.

5.3.6.4.4. Notice. Within 15 days after the Board of Directors approves of an event which is likely to cause an adjustment to the conversion ratio of the Series A Preferred Shares, the corporation will deliver written notice to the Series A Preferred Shareholders of record setting forth in reasonable detail the facts of the event and the expected calculation of the adjustment.

5.3.7. Liquidation, Dissolution or Winding Up. Upon the liquidation, dissolution or winding up of the corporation, whether voluntary or otherwise, no distribution will be made to the holders of any other capital stock of the corporation unless and until all the holders of Series A Preferred Shares have received in fair value the Stated Value plus all accrued and unpaid dividends with respect to each Series A Preferred Share held by them. After receipt of such amounts the holders of Series A Preferred Shares will be entitled to no further payments. If the assets legally available for distribution to the Series A Preferred Shareholders are insufficient to permit full payment, then the entire amount legally available will be distributed among the Series A Preferred Shareholders ratably in proportion to the full amounts to which they were entitled.

5.3.8. Protective Provisions.

5.3.8.1. No Dividends. Whenever any Series Preferred Share dividends are accrued and unpaid the corporation will not declare or pay any dividends with respect to any other capital stock of the corporation except stock dividends payable to the common shareholders in common shares.

5.3.8.2. No Superior or Parity Capital Stock. The corporation will not create any series or class of stock having liquidation or dividend rights superior or equal to the Series A Preferred Shares.

5.3.8.3. No Amendments. The corporation will not authorize, adopt or approve an amendment to these Articles of Incorporation that would alter or change the powers, preferences or special rights of the Series A Preferred Shares.

5.3.8.4. No Redemptions. So long as any Series Preferred Share dividends are accrued but unpaid, the corporation will not purchase, redeem or otherwise acquire for consideration any shares of the corporation's capital stock, except, however, that (A) the corporation may redeem common shares in connection with the conversion of Series A Preferred Shares as set forth in Section 5.3.6 above, (B) the corporation may accept any preferred shares for conversion into common shares, and (C) the corporation may during any twelve month period redeem, purchase or otherwise acquire for consideration not more than 25,000 common shares.

5.3.8.5. No Subsidiary Action. The corporation will not permit any subsidiaries or entities that it controls to purchase or otherwise acquire for consideration any shares of the corporation's capital stock unless the corporation could, pursuant to Section 5.3.8.4, purchase such shares at such time and in such manner; provided that this provision will not prohibit sales of shares of capital stock by the corporation to any third party.

5.3.9. Waiver. The Series A Preferred Shareholders may waive any preference, privilege or protection granted to them pursuant to these Articles of Incorporation if Series A Preferred Shareholders holding at least 50% of the outstanding Series A Preferred Shares vote their consent to the waiver (in any lawful manner). For this purpose, Series A Preferred Shareholders will be entitled to one vote for each share registered in their names on the books of the corporation.

5.3.10. Saturday, Sunday or Legal Holiday. When the last day of a period during which an act may be performed in connection with the Series A Preferred Shares falls on a Saturday, Sunday, or legal holiday that period will be deemed to end on the next succeeding day which is not a Saturday, Sunday or legal holiday.

5.3.11. Legend. Certificates representing the Series A Preferred Shares will contain the following legend, in addition to any other legend approved by the board of directors.

CERTAIN RIGHTS, PREFERENCES AND LIMITATIONS CONCERNING THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SET FORTH IN THE CORPORATION'S ARTICLES OF INCORPORATION. THE CORPORATION WILL FURNISH THE SHAREHOLDER A FULL STATEMENT OF THIS INFORMATION ON REQUEST AND WITHOUT CHARGE. PROSPECTIVE TRANSFEREES SHOULD NOTE THAT SERIES A PREFERRED SHARES ARE SUBJECT TO CANCELLATION IN CERTAIN CIRCUMSTANCES WITHOUT SURRENDER OF A STOCK CERTIFICATE. YOU SHOULD CONFIRM THE STATUS OF THESE SHARES WITH THE CORPORATION.

5.3.12. Equitable Remedies. Any registered Series A Preferred Shareholder will be entitled to an injunction or injunctions to prevent breaches of the provisions of these Articles of Incorporation and to enforce specifically the terms and provisions of these Articles of Incorporation

Incorporation in any court of the United States or any state thereof having jurisdiction, this being in addition to any other remedy to which such shareholder may be entitled at law or in equity.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 840 West Lake Otis Drive, Winter Haven, Florida 33880 and the initial registered agent at that same address is William H. Sands.

ARTICLE VII INITIAL DIRECTORS

The following individuals will be the initial directors of the corporation:

George L. MacKay
Kirk J. Mauro
Frederick J. Murrell
Matthew Newton
William H. Sands

The initial directors will hold office for the first year of the corporation's existence and until their successors are duly elected and qualified, subject to their earlier resignations, or his removal from office by the shareholders of the corporation any time with or without cause.


ARTICLE VIII DIRECTORS

The corporation will have five directorships or such other number of directorships as may be set from time to time by resolution of the board of directors or the shareholders; provided, however, the number of directorships may be reduced only to the extent of any vacancies on the board of directors. The directorships will be apportioned as nearly equal in number as possible among three classes: Class I, Class II and Class III. The initial directors named above will be apportioned two directors to Class I, two directors to Class II and one director to Class III. If the number of directorships is changed, any increase or decrease will be apportioned among the classes so as to maintain the number of directorships in each class as nearly equal as possible. In the event a change in the number of directorships results in an unequal number of directorships among the classes, then the additional directorships will be apportioned first to Class I and next to Class II. Class I and Class II directors will be elected by a plurality vote of the Class B common shareholders and those entitled to vote as Class B shareholders. Class III directors will be elected by a plurality vote of the Class A common shareholders and those entitled to vote as Class A shareholders. In addition to the Class I, II, and III directorships described above, the board of directors may establish directorships for which holders of any designated series of preferred shares are entitled to vote.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is William H. Sands, 840 West Lake Otis Drive, Winter Haven, Florida 33880.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of August 2007.




William H. Sands, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is VERTICAL APS, INC.
2. The name and address of the registered agent is:

William H. Sands
840 West Lake Otis Drive
Winter Haven, Florida 33880.



William H. Sands

Date: 8/17/2007

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FILED

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