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To:

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Fax Number : (850) 617-6381

From:

Account Name : REDGRAVE & ROSENTHAL, LLP  
Account Number : I20020000007  
Phone : (561) 347-1700  
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FLORIDA PROFIT/NON PROFIT CORPORATION

VAFCo SP1, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
VAFCO SP1, INC.  
a Florida Corporation

SECRETARY OF STATE  
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APPROVED  
AND  
FILED

The undersigned, acting as Incorporator of VAFCO SP1, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME and ADDRESS

The name of the Corporation is VAFCO SP1, INC. The street address of the initial principal office of the Corporation is 2901 W. Oakland Park Blvd., Suite A23, Fort Lauderdale, FL 33311.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of \$.001 par value Common Stock.

ARTICLE IV - INITIAL REGISTERED AGENT

The initial registered agent of the Corporation is Redgrave & Rosenthal LLP, 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and until his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

George Fussell

1201 W. Cypress Creek Road, Suite 200  
Fort Lauderdale, FL 33309

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ARTICLE VI - INCORPORATOR

The name and address of the Incorporator of the Corporation is Gerald W. Gritter, Esquire, Redgrave & Rosenthal LLP, 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on March 5, 2008.



GERALD W. GRITTER, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for VAFCO SP1, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

REDGRAVE & ROSENTHAL LLP,  
Initial Registered Agent

Dated: March 5, 2008

By: 

GERALD W. GRITTER

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