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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

THE VMI GROUP INC.

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H09000058342 3

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

THE VMI GROUP INC.

ARTICLE II PRINCIPAL OFFICEThe principal street address and mailing address, if different is:

1000 5TH STREET, SUITE 200, MIAMI BEACH, FL 33139

ARTICLE III PURPOSEThe purpose for which the corporation is organized is:
ANY LAWFUL ACT OR ACTIVITY**ARTICLE IV SHARES**The number of shares of stock is:
1,000**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

ROHAN STEPHENSON, PRESIDENT AND DIRECTOR, 1000 5TH STREET, SUITE 200, MIAMI BEACH, FL 33139

ARTICLE VI REGISTERED AGENTThe name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

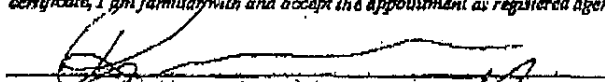
ROHAN STEPHENSON, 1000 5TH STREET, SUITE 200, MIAMI BEACH, FL 33139

ARTICLE VII INCORPORATORThe name and address of the Incorporator is:

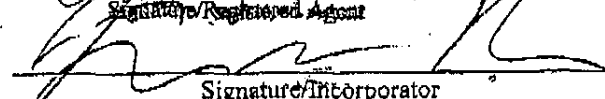
JAMIE HASTINGS, c/o BLUMBERGEXCELSIOR, 62 WHITE STREET, NEW YORK, NY 10013

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

X



Signature/Registered Agent



Signature/Incorporator

3/9/09

Date

3/11/09

Date

BlumbergExcelsior Corporate Services Inc.
62 White Street
New York, NY 10013

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