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:SECRETARY OF STATE

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July 22, 2009

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

Re: Vail Service Corporation

To Whom It May Concern:

Enclosed for filing, please find the original executed Articles of Incorporation for the above-referenced matter along with the filing fee of \$70.00.

Should you have any questions, or require additional information, please do not hesitate to contact my office at the number listed below.

Sincerely,

Anita Geraci-Carver

Geraci-Carver

AGC/sc

Enclosures



ARTICLES OF INCORPORATION OF VAIL SERVICE CORPORATION

09 JUL 24 PM 12: 38

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporate under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name and street address of this corporation shall be: Vail Service Corporation, 8540 County Road 561, Clermont, Florida 34711.

ARTICLE II

<u>Purpose</u>

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

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

Name Street Address

Ronald Vail 8540 County Road 561

Clermont, FL 34711

The name and address of the Director is:

Name Street Address

Ronald Vail 8540 County Road 561

Clermont, FL 34711

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
 - b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
 - d. Dissolution of the corporation.

ARTICLE VII

Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII

Directors

- A. The business of the corporation shall be managed initially by one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.
- B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.
- C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured

by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX Effective Date

The date that corporate existence shall begin shall be the date of filing of these Articles of Incorporation with the State of Florida.

ARTICLE X Registered Office and Registered Agent

The address of the initial registered office of this corporation is 8540 County Road 561, Clermont, FL 34711. The name and address of the Registered Agent of this corporation is Ronald Vail, 8540 County Road 561, Clermont, FL 34711.

ARTICLE XI Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of July, 2009.

Ronald Vail Incorporator

STATE OF FLORIDA COUNTY OF LAKE

The foregoing instrument was acknowledged before me this ____day of July, 2009, by Ronald Vail who is personally known to me.

SUSAN A. CLAUSS

Comm# D00631289

Expires 2/9/2011

Florida Notary Assn., Inc

Susan A. Clauss

Signature of Notary Public

Susan A. Claus S

(Print Notary Name)

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of Vail Service Corporation, I hereby accept and agree to act in this capacity.

Dated: July 22, 2009

Ronald Vail

SECRETARY OF STATE