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CAPITAL CONNECTION

NO. 5396

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**FLORIDA PROFIT/NON PROFIT CORPORATION
VAS HOLDINGS INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VAS HOLDINGS INC.**

ARTICLE I

Name

The name of the corporation is VAS Holdings Inc. (the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 2750 N.E. 185th Street, Suite 306, Aventura, Florida 33180.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> | <u>Par Value</u> | <u>Class of</u> |
|--------------------------------|-------------------------|------------------------|
| <u>Authorized</u> | <u>Per Share</u> | <u>Stock</u> |
| 1,000 | \$.01 | common |

ARTICLE IV

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 2750 N.E. 185th Street, Suite 306, City of Aventura, County of Miami-Dade, Florida 33180 and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

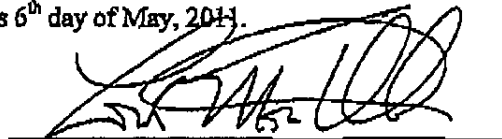
ARTICLE VI**Incorporator**

The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 2750 N.E. 185th Street, Suite 306, Aventura, Florida 33180.

ARTICLE VII**Indemnification**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 6th day of May, 2011.

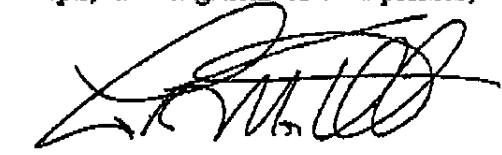


Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of VAS Holdings Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

May 6, 2011



Louis R. Montello,
Registered Agent