

CAPITAL CONNECTION, INC.

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 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800 342-8062
 FAX (904) 222-1222

NAM
 FIR
 AD

PHONE ()

Service: Top Priority Regular
 One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

RE: Vine Climatic, Inc.

Capital Expense
 Art of Inc. File
 Corp. Record Search
 Lit. Preliminary File
 Foreign Corp. File
 Copy(s)

Art. of Amend. File
 Dissolution/Withdrawal
 C U S
 Fictitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prop.
 FAX () pgs.

SUBTOTALS

FEE
 DISBURSED
 SURCHARGE
 TAX on corporate supplies
 SUBTOTAL
 PREPAID
 BALANCE DUE

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

WALK-IN
 Will Pick Up

ARTICLES OF INCORPORATION
OF
VIA CLEMATIS, INC.

FILED
95 JAN -5 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

NAME

The name of the corporation is VIA CLEMATIS, INC.

Article II

DURATION

This corporation shall exist perpetually.

Article III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

MAILING ADDRESS

The initial mailing address of the corporation is c/o Leon J. Wolfe, Esq., Berman Wolfe & Rennert, P.A., 35th Floor, International Place, 100 Southeast Second Street, Miami, FL 33131-2130, Attn: Corporate Records.

Article V

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one cent (\$1.00) par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Berman Wolfe & Rennert, P.A., 35th Floor, International Place, 100 Southeast Second Street, Miami, FL 33131-2130 and the name of the initial registered agent of this corporation at that address is Leon J. Wolfe.

Article VII

DIRECTORS

(a) Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Barrett M. Singer	1300 N. Congress West Palm Beach, FL 33409
Ana Maria O'Brien	4620 Lee Highway, Suite 202 Arlington, Virginia 22207

James Donovan

4620 Lee Highway, Suite 202
Arlington, Virginia 22207

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

Article IX

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

Article X

INCORPORATOR

The name and street address of the incorporator of this corporation is:

Leon J. Wolfe
35th Floor, International Place
100 Southeast Second Street
Miami, Florida 33131-2130

Article XI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on January 5, 1995.


Leon J. Wolfe

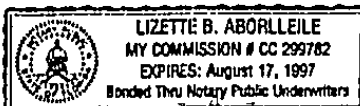
STATE OF FLORIDA]

COUNTY OF DADE]

The foregoing instrument was acknowledged before me on January 5, 1995, by Leon J. Wolfe, who is personally known to me, and who did not take an oath.


Notary Public
State of Florida at Large

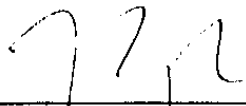
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

VIA CLEMATIS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1300 N. Congress, West Palm Beach, Florida, 33409, has named Leon J. Wolfe, located at 35th Floor, International Place, 100 Southeast Second Street, Miami, FL 33131-2130, as its agent to accept service of process within Florida.



Leon J. Wolfe, Incorporator

Dated: January 5, 1995

FILED
JAN 5 PM 1:05
CLERK OF DISTRICT COURT
JAN 5 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Leon J. Wolfe, Registered Agent

Dated: January 5, 1995.