

P95000009475

January 11, 1995

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

Re: VGSL, INC.

GENTLEMEN:

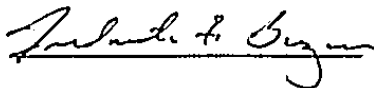
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FEB - 1 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,

100001399421
-02/07/95--01068--013
***122.50 ***122.50



FREDERICK F. BUZAN

(813)264-7475

Mail to:

Attn: Frederick Buzan
Mega Financial Ltd., Inc.
P.O. Box 271691
Tampa, FL 33688

BE 2/6

ARTICLES OF INCORPORATION
OF
VGSL, INC.

THE UNDERSIGNED INCORPORATORS FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I
NAME

THE NAME OF THE CORPORATION SHALL BE:
VGSL, INC.

ARTICLE II
PRINCIPLE OFFICE

THE PRINCIPLE PLACE OF BUSINESS SHALL BE:

7622 DEL PRADO
LAND O' LAKES, FL 34639

THE MAILING ADDRESS OF THIS CORPORATION SHALL BE:

7622 DEL PRADO
LAND O' LAKES, FL 34639

ARTICLE III
DURATION

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE IV
GENERAL PURPOSES

THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY ACTS OR ACTIVITIES FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER CHAPTER 607 OF THE FLORIDA STATUTES.

ARTICLE V
CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS (ONE HUNDRED THOUSAND (100,000)), CONSISTING OF A SINGLE CLASS OF COMMON STOCK, ONE DOLLAR (\$1.00) PAR VALUE PER SHARE.

ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:
THEODORE E. SCHIFFER
7622 DEL PRADO
LAND O' LAKES, FLORIDA 34639

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TALLAHASSEE, FLORIDA

ARTICLE VII
PREEMPTIVE RIGHTS GRANTED

EACH SHAREHOLDER OF THIS CORPORATION SHALL BE ENTITLED TO FULL PREEMPTIVE RIGHTS TO PURCHASE ANY UNISSUED OR TREASURY SHARES OF THE CORPORATION.

ARTICLE VIII
AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE IX
INCORPORATOR(S)

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

THEODORE E. SCHIFFER
7622 DEL PRADO
L' D O' LAKES, FLORIDA 34639

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 11TH DAY OF JANUARY, 1995.



THEODORE E. SCHIFFER

ACCEPTANCE OF APPOINTMENT BY
INITIAL RESIDENT AGENT

THE UNDERSIGNED, an individual resident of the state of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The Undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.325, Florida Statutes, and the Undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED, this 11TH day of January, 1995.


THEODORE E. SCHIFFER

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TALLAHASSEE, FLORIDA