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SCOTT S. BRITAN
JEFFREY S. KRAMER
WAYNE H. RASNER

TELEPHONE (305) 274-2111

February 28, 1995

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

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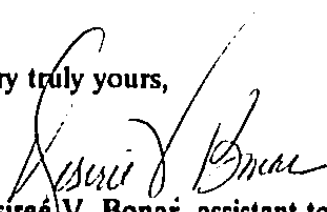
RE: V.A. HOLDINGS II, INC.

To Whom it May Concern:

Enclosed please find original and one copy of Articles of Incorporation, in addition to an acknowledgement letter signed by our client, regarding the above, along with our firm check in the amount of \$122.50, which represents the filing fee for same. Please return a certified copy of the filed articles in the self-addressed, stamped envelope provided.

Thank you for your assistance.

Very truly yours,


Desiree V. Bonar, assistant to
JEFFREY S. KRAMER, ESQUIRE

JSK/dvb
Enclosures

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95 MAR -3 PM 2:20
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 28, 1995

To: Secretary of State/ Division of Corporations

RE: V.A. Holdings II, Inc.

To Whom It May Concern:

Please be advised that I am an Officer/ Director/Stock Holder of V.A. Holdings, Inc., and accordingly, I request that you consider this letter as permission for V.A. Holdings II, Inc., to be granted corporate status in the State of Florida as a separate corporation.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Vincent W. Roura Sec Treas.", written in dark ink.

VINCENT W. ROURA
15945 SW 286th Street
Homestead, Florida 33030
(305) 246 - 7940

**ARTICLES OF INCORPORATION
OF
V. A. HOLDINGS II, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: V. A. HOLDINGS II, INC.

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

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a FIVE DOLLAR (\$5.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital

stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less the FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follow:

Registered Agent

JEFFREY S. KRAMER, ESQUIRE
7700 N. Kendall Dr., #803
Miami, Florida 33156

Corporate Mailing Address

V.A. HOLDINGS II, INC.
P.O. Box 901017
Homestead, FL 33090-1017

SEVENTH: The number of directors constituting the initial board of directors is two (2).

EIGHTH: The names and post office address of the President, Secretary, Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's by-laws, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

President:

Allen Brenner
9780 SW 168 Street
Miami, Florida 33157

Secretary/Treasurer:

Vince W. Roura
15945 SW 286th Street
Homestead, FL 33030

NINTH: The name and post office address of the Incorporator is:

Vince W. Roura
P.O. Box 901017
Homestead, FL 33090-1017

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS WHEREOF, the party hereto has set his hand and seal this 29
day of February, 1995.



Vince W. Roura, Incorporator

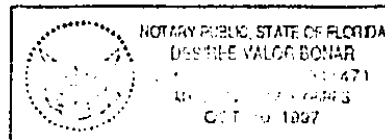
STATE OF FLORIDA)
)§
COUNTY OF DADE)

BE IT REMEMBERED, that on this day personally appeared before me, Vince W. Roura, a party to the foregoing Articles of Incorporation, known to me personally, and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 28
day of February, 1995.



NOTARY PUBLIC, STATE OF FLORIDA



Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Jeffrey S. Kramer, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA