

**P95000018805**

*Roland N. Cataldo*

*Attorney At Law*  
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633 SE Third Avenue - Suite 201  
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(305) 463-6888

March 2, 1995

Department of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

9000001421968  
-03/06/95--01004--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Vedco of Florida, Inc.

To Whom It May Concern:

Please find enclosed an original of the Articles of Incorporation for the above-referenced corporation. Please return the receipt and notice of filing the articles from the Secretary of State together with the certified copy of the Articles of Incorporation as timely as possible.

I am also enclosing my check in the amount of \$122.50 which is in payment of the following:

Filing Fee.....	\$ 35.00
Registered Agent Fee.....	\$ 35.00
Certified Copy of Articles.....	\$ 52.50
Total:	\$ 122.50

Very Truly Yours,

*Roland N. Cataldo*  
Roland N. Cataldo

RNC/bb,

*RNC*

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF

VEDCO OF FLORIDA, INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I

The name of this corporation shall be: **VEDCO OF FLORIDA, INC.**

ARTICLE II

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to do the same to the same extent as natural persons might or could do including brokerage of real estate transactions for compensation.

ARTICLE III

The maximum number of shares of stock of this corporation authorized to be outstanding at any one time shall be 1,000 shares of common stock of the par value of \$1.00 each. The consideration to be paid for each share shall be fixed by the Board of directors.

ARTICLE IV.

This corporation shall begin business with a capital of not less than FIVE HUNDRED DOLLARS.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located in the City of Fort Lauderdale, County of Broward, State of Florida, with a post office address at 633 SE 3rd Ave., Suite 201, Ft. Lauderdale, Florida, 33301 or at such other places within or without the state of Florida as the board of directors shall, by appropriate action hereafter, from time to time determine.

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TALLAHASSEE, FLORIDA

#### ARTICLE VII

A. The business of this corporation shall be conducted and managed by its board of directors, and such board of directors shall consist of not less than one (1) member.

A majority of the first board of directors named below shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.

C. The officers of this corporation may consist of a president, vice-president, a secretary and treasurer, and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such by-laws. A director may be removed with or without cause at any annual or special meeting of stockholders only upon affirmative vote of stockholders of fifty-one (51%) percent of stock present and voting.

#### ARTICLE VIII

The names and post office addresses of the members of the first board of directors, who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

NAME	ADDRESS
Roland N. Cataldo	1600 NW 114 Ave Pembroke Pines, Fl 33026

#### ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

NAME	ADDRESS
Roland N. Cataldo	1600 NW 114 Ave Pembroke Pines, Fl 33026

#### ARTICLE X

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an

officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

#### ARTICLE XII.

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the board of directors.

#### ARTICLE XII

In pursuance of the Florida General Corporation Act, Chapter 607.034, the following is submitted in compliance with said Act: The street address of the initial registered office of the corporation is: 633 SE 3rd Ave., Suite 201, Ft. Lauderdale, Fl 33301

and the name of the initial registered agent of this corporation at that address is:

Roland N. Cataldo                      633 SE 3rd Ave.  
Suite 201  
Ft. Lauderdale, Fl 33301

IN WITNESS WHEREOF, the subscriber hereto has hereunto set  
(his/her)(it's) and (corporate) seal this the                      day of  
, 19                      .

Roland N. Cataldo

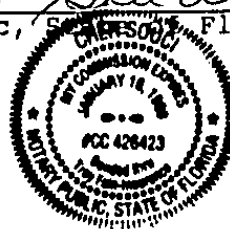
STATE OF FLORIDA :

COUNTY OF BROWARD :

I HEREBY CERTIFY that on this day, before me, a Notary Public  
duly authorized in the State and County aforesaid to take  
acknowledgments, personally appeared ROLAND N. CATALDO  
to me well known to be the person described in, and who  
executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the State and County  
aforesaid this 2nd day of March , 1995 .

Cher Souci  
Notary Public, State of Florida s^E  
Cher Souci



My commission expires:  
1-16-99

#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT AND UPON  
WHOM PROCESS MAY BE SERVED. In compliance with section 48.091,  
Florida Statutes, the following is submitted:

First, that **VEDCO OF FLORIDA, INC.**, desiring to organize or  
qualify under the laws of the state of Florida, with its principal

place of business at City of Ft. Lauderdale, State of Florida, has  
named **ROLAND N. CATALDO** located at City of Ft. Lauderdale, State  
of Florida, as its agent to accept service of process within  
Florida.

Signature *Roland N. Cataldo*  
(Corporate Officer)

Title: *President / Incorporator*

Date: *3-2-95*

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.

Signature *Roland N. Cataldo*  
Roland N. Cataldo  
*Roland N. Cataldo*

Date: *3-2-95*

FILED  
95 MAR -6 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA