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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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MAY-31-1995 07:42 FROM EMPIRE

TO

19049224000 P.07



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 31, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: VERMACOL & ASSOCIATES, INC.
REF: W95000011192

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

MAY-31-1995 07:43 FROM EMPIRE

TO

19049224000 P.09

ARTICLES OF INCORPORATION
OF
VERMACOL & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

CORPORATE NAME

The Name of this Corporation shall be: VERMACOL & ASSOCIATES,
INC.

Article II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business
permitted under the laws of the United States and under the laws of
the State of Florida.

Article III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000
shares of stock. The shares of stock authorized shall be common
stock having a par value of \$1.00 per share. The consideration to
be paid for each share of stock shall be fixed by the Board of
Directors.

Prepared By:
HOWARD L. KUKER
9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156
(305) 670-0987
Fla. Bar No.: 137780

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Article IV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's Initial Principal Office and Mailing address in the State of Florida shall be: 220 NW 126 Street, Miami, Florida 33168.

Article V

INITIAL REGISTERED AGENT

The Corporations' initial Registered Agent in the State of Florida shall be:

NAME
HOWARD L. KUKER

ADDRESS
9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) nor more than three (3) Directors at one time.

Article VII

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name
Adelaida Moron

Address
1445 Bay Road,
Miami Beach, Florida 33139

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Carmen Helena Colitz

5709 Lyons View Drive, #3204
Knoxville, Tennessee 37919

Clara Ilse Colitz

220 NW 126 Street
Miami, Florida 33168-3638

The members of the first Board of Directors shall hold office until the first organizational meeting of the Shareholders and Directors of the Corporation.

Article VIII

INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

MARIA T. LOPEZ


508 Dadeland Towers North
9200 So. Dadeland Boulevard
Miami, Florida 33156

Article IX

COMMENCEMENT DATE

Corporate existence will commence on the filing of these Articles with the Secretary of State.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that the facts herein stated are true.



MARIA T. LOPEZ
9200 South Dadeland Blvd.
Suite #508
Miami, Florida 33156

STATE OF FLORIDA)
COUNTY OF DADE) \$3

The foregoing instrument was acknowledged before me this 30th day

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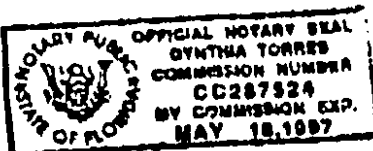
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of May, 1995, by MARIA T. LOPEZ X who is personally known to me and who did not take an oath.

Cynthia Torres
NOTARY PUBLIC, STATE OF FLORIDA

NAME:
my commission expires:



Having been named to accept service of process for the above styled corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in said capacity, and agree to comply with the provisions of Florida Statute § 48.091.

DATED:

Howard L. Kuker
HOWARD L. KUKER, REGISTERED AGENT

11/26/2000 10:00

FILED
95 MAY 31 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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