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FILED
THOMAS R. GRADY
DESIGNATION OF REGISTERED AGENT
BY THE FLORIDA BAR
95 JUL 21 PM 1:55
TALLAHASSEE, FLORIDA

GRADY & ASSOCIATES

LEGAL PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

3411 TAMiami TRAIL NORTH, SUITE 200
NAPLES, FLORIDA 33940

941 261-6555
FAX: 941 261-1192

SECURITIES LITIGATION

ARBITRATION

INVESTOR RIGHTS

July 27, 1995

100001549401
-07/31/95--01050--004
*****70.00 *****70.00

Department of State, State of Florida
Division of Corporations
Post Office Box 327
Tallahassee, FL 32314

Re: Vertan Incorporated

Dear Department of State:

Please incorporate Vertan Incorporated as soon as possible. Enclosed is a check for \$70 for filing fee and Designation of Registered Agent. Also enclosed are an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate of Designation of Registered Agent/Registered Office.

Please let me know if you need any additional information to complete the incorporation. If not, I look forward to hearing from you.

Sincerely,

GRADY & ASSOCIATES, L.P.A.

Christopher T. Vernon

CTV/cjr/997

Enclosures

ctv\divofcor.ltr

8/1/95

FILED
95 JUL 31 PM 1:55
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Verton Incorporated

FILED

95 JUL 31 PM 1:56

TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Verton Incorporated

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3411 Tamiami Trail N. Suite 200
Naples, Florida 33940

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 6000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

- Christopher T. Vernon
3411 Tamiami Trail N. Suite 200
Naples, Florida 33940

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Christopher T. Vernon
3411 Tamiami Trail N. Suite 200
Naples, Florida
33940

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25th day of July, 1995.



Signature Christopher T. Vernon

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Vertan Incorporated

2. The name and address of the registered agent and office is:

Christopher T. Vernon
(Name)

3411 Tamiami Trail N. Suite 200
(P.O. Box not acceptable)

Naples, Florida 33940
(City/State/Zip)

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 provisions 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.

(Signature)

Christopher T.
Vernon

2-25-95