

HOWARD HADLEY
ATTORNEY AT LAW

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MAITLAND, FLORIDA 32751

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(407) 339-4077

August 24, 1995

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

RE: VEL, INC.

Honorable Sir:

Enclosed please find one original and one copy of the Articles of Incorporation of above referenced corporation together with my check in the amount of \$122.50 covering the following:

\$ 35.00	Filing fee
52.50	Certified copy
35.00	Resident Agent

\$ 122.50 TOTAL

300001571548
-08/29/95--01008--020
****122.50 ****122.50

Upon filing please forward to me one Certified Copy of Charter. If there are any questions please do not hesitate to contact this office.

Very truly yours,

Howard Hadley
Howard Hadley

HH/c
Encl:

18

ARTICLES OF INCORPORATION
OF
VEL, INC.

RECEIVED
55 MAR 28 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Incorporators to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE ONE

The name of this corporation is: V E L, INC.

ARTICLE TWO

This corporation shall have perpetual existence.

ARTICLE THREE

This corporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE FOUR

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

ARTICLE FIVE

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 60 shares of common stock, each having no par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE SIX

The amount of capital with which this corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE SEVEN

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others. Any shareholder who desires to sell his/her shares of stock must first offer it to the corporation for sale. If the corporation declines to purchase the shares then in that event the shares must be then offered to all existing shareholders equally on a pro rata basis. If any of the shareholders declines to purchase then the other shareholders who desire to purchase may purchase. If no shareholder desires to purchase or the shareholders who desire to purchase do not desire to purchase all of the stock offered then the selling stockholder may sell the remaining share of stock to any person.

ARTICLE EIGHT

It is the intent of the incorporators that the corporation may wish to qualify under Section 1244 of the Internal Revenue Code and that the corporation may if it desires file as a Subchapter S corporation.

ARTICLE NINE

The initial street address of the principal office of this corporation is to be at 6848 South Highway 17-92, Fern Park, Florida 32730. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE TEN

The street address the initial registered office of this corporation is 6841 South Highway 17-92, Fern Park, Florida 32730, and its mailing address is 68 41 South Highway 17-92, Fern Park, Florida 32730. The name of the initial registered agent of this corporation at such address is: Lawrence Leo.

ARTICLE ELEVEN

This corporation shall have three directors, initially; but never more than five. The names and street addresses of the

initial members of the Board of Directors are:

Lawrence Leo	Emilio Cirelli	Vincent Lovece
6841 So. Hwy 17-92	6841 So. Hwy 17-92	6841 So. Hwy 17-92
Fern Park, FL 32730	Fern Park, FL 32730	Fern Park, FL 32730

ARTICLE TWELVE

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Lawrence Leo	6841 South Highway 17-92
President & Treasurer	Fern Park, Florida 32730
Emilio Cirelli	6841 South Highway 17-92
Secretary & Vice President	Fern Park, Florida 32730
Vincent Lovece	6841 South Highway 17-92
Cashier	Fern Park, Florida 32730

ARTICLE THIRTEEN

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 shareholders and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of August, 1995.

Lawrence Leo

Lawrence Leo

Emilio Cirelli

Emilio Cirelli

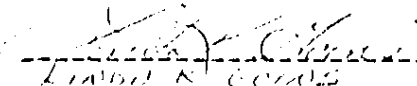
Vincent Lovece

Vincent Lovece

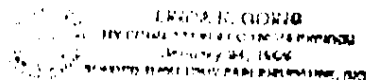
STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, personally appeared, LAWRENCE LEO, EMILIO CIRELLI & VINCENT LOVECE, who are known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 23rd day of August, 1995.


Linda K. Goins
Notary Public, State of Florida
My commission number: CC 168546
My commission expires: 1/24/96

(Notary Seal)

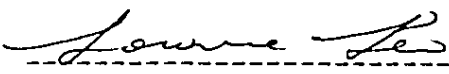


ACCEPTANCE OF RESIDENT AGENT

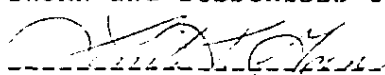
STATE OF FLORIDA
COUNTY OF SEMINOLE

I CERTIFY that I am a permanent resident of Seminole County, Florida with an office located at 6841 South Highway 17-92, Fern Park, Florida 32730. I accept the designation as Resident Agent for VEL, Inc.

DATED at Fern Park, Florida this 23rd day of August, 1995.


Lawrence Leo, Resident Agent

SWORN and SUBSCRIBED to in my presence


Linda K. Goins
Notary Public, State of Florida
My commission Number: CC 168546
My commission expires: 1/24/96

(Notary Seal)

