

5000015:22:45 -09/12/95--01015--025 \*\*\*\*122.50

Examiner's Initials

#### CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Corporation Name) (Document #) (Corporation Name) (Document #) Certified Copy Walk in Pick up time \_\_\_\_\_ Mail out Will wait Photocopy Certificate of Status NEW FILINGS **AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ **OTHER FILINGS** QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement

Trademark

Other

CR2E031(10/92)

# ARTICLES OF INCORPORATION OF VC's CONCEPTS, INC.

#### ARTICLE I - NAME

The name of this Corporation is VC's CONCEPTS, INC. and its address is 20185 East Country Club Drive, No. 707, North Miami Beach, Florida 33180.

#### ARTICLE II - DURATION

This Corporation shall have perpetual existence.

## ARTICLE III - PURPOSE

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

#### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one (\$.01) penny par value common stock, which shall be designated "Common Shares."

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	<u>ADDRESS</u>
Virginia I. Chin	20185 E. Country Club Drive No. 707 North Miaml Beach, FL 33180
Von Garwin White	20185 E. Country Club Drive No. 707 North Miami Beach, FL 33180

## **ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### ARTICLE IX - PREEMPTIVE RIGHTS

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X - INCORPORATOR

The name of the person signing these Articles is Roger Friedbauer, and his address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

#### ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this undersigned has executed these Articles of Incorporation and Incorporation are undersigned has executed these Articles of Incorporation and Incorporation are undersigned has executed the Incorporation are undersigned has executed his executed has executed his executed his executed has executed his executed h

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS // DAY OF SEPTEMBER, 1995.

CORPORATION COMPANY OF MIAMI

(Sul B. Rammar Assistant Secretary

for CORPORATION COMPANY OF MIAMI (Registered Agent)