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V. C. M. ENTERPRISES, INC.
121 S. E. 4th. Street
SATELLITE BEACH, FLORIDA 32937

January 4, 1996

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

RE: V. C. M. Enterprises, Inc.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation for "V. C. M. ENTERPRISES, Inc." along with my check for \$122.50 for the filing fees. Please return to me a conformed copy of the Articles, along with the original of the Certificate of Incorporation.

Sincerely yours,

Van C. Moore

Van C. Moore

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
V. C. M. ENTERPRISES, INC.

The undersigned, as sole subscriber to these "Articles" of Incorporation, being a natural person, competent to contract and to render services under the Laws of the State of Florida, hereby presents and adopts these Articles of Incorporation of a corporation under the Florida Business Corporation Act, and other laws of the State of Florida.

ARTICLE I

The name of the corporation is "V. C. M. ENTERPRISES, INC.", whose primary address is 121 S. E. 4th. Street, Satellite Beach, Florida, 32937 and whose mailing address is 121 S. E. 4th. Street, Satellite Beach, Florida, 32937.

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The corporation may transact any and all lawful business, for which corporations may be incorporated under the Florida Business Corporation Act.

To such extent as a Corporation organized under the Florida Business Corporation Act of this state may now or hereafter lawfully do, either as principle or agent and either alone or in connection with other corporations, firms, or individuals, this corporation may do all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a Corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act of this state or under any amendment thereof, supplemental thereto, or substituted therefor.

ARTICLE IV

The aggregate number of shares of stock which the Corporation has authority to issue is 1,000 all of which shall be common shares.

ARTICLE V

It is the intention of the incorporator(s) that the stock of this Corporation shall qualify as a Small Business Company Stock under Section 1244 of the Internal Revenue Code, and as a Subchapter "S" Corporation.

ARTICLE VI

The street address of the initial registered office of the

Corporation shall be 121 S. E. 4th. Street, Satellite Beach, Florida, 32937. The name of the initial registered agent at such address is Van C. Moore. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

The initial Board of Directors of the Corporation shall consist of one member. The name and address of the director is:

<u>Name</u>	<u>Address</u>
Van C. Moore	121 S. E. 4th. Street Satellite Beach, Florida, 32937

The above named Director(s) is/are of full legal age and is/are a legal resident of the United States of America. The number of Directors may be either increased or decreased from time to time by amending the By-Laws of the Corporation, but shall at no time be less than one.

ARTICLE VIII

No Director of the Corporation shall be deemed to have duly qualified as such unless he/she is a holder of record of no less than one (1) of the common shares of the Corporation. Should any such Director cease to hold such shares, his/her office as Director shall be deemed to be vacant.

ARTICLE IX

The business of the corporation shall be conducted by a President and Secretary and Treasurer.

The officer(s) who shall serve for the first year, or until successors are chosen are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Van C. Moore	President Secretary Treasurer	121 S. E. 4th. Street Satellite Beach, Florida, 32937

ARTICLE X

The name(s) and address(es) of the incorporator(s) is/are:

<u>Name</u>	<u>Address</u>
Van C. Moore	121 S. E. 4th. Street Satellite Beach, Florida, 32937

ARTICLE XI

Except as otherwise provided by Law, the entire voting power for the election of Directors shall be vested exclusively in the shareholders of the outstanding common shares. However, the holders of all outstanding common shares of the Corporation may, by

separate written document, agree to a predetermined vote of their shares with regard to questions of the election and direct appointment of officers, appointment of employees and the issuance of dividends. Such regulations or restrictive provisions shall not affect the rights of parties without actual notice thereof unless notice of the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XII

The shareholders of the Corporation shall have the power to include in the By-laws, adopted by a sixty percent (60%) majority of the stockholders of the Corporation, any regulations or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death, termination, or resignation of any of its shareholders who may also be Directors or Officers of the Corporation. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation provided, however, that such regulatory or restrictive provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XIII

The Corporation shall indemnify any officers or directors, or any former officer or directors, to the full extent permitted by law.

IN WITNESS WHEREOF, I, Van C. Moore, as original subscriber hereto have executed these Articles of Incorporation this 2nd day of January, 1996, and hereby accept the duties and responsibilities as Registered Agent for V. C. M. Enterprises, Inc.

Van C. Moore
Van C. Moore

STATE OF FLORIDA :
COUNTY OF BREVARD :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Van C. Moore, to me known to be the person(s) described in and who executed the foregoing instrument and he/she/they acknowledged before me that he/she/they executed the same. He/she/they presented FLA 0114600-863-65-329-0 as identification and took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of January, 1996.

Rena Picchiotti
Notary Public
My Commission Expires:

