

**BONNER, HOGAN  
& COLEMAN, P.A.**

Attorneys & Counselors At Law

Elwood Hogan, Jr.  
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John R. Bonner Sr.  
of Counsel

February 14, 1996

P9100000.18/26

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

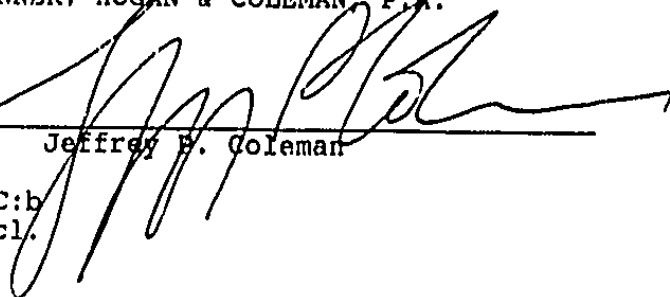
Re: VM GROUP, INC.

Gentlemen:

Enclosed are two executed Articles of Incorporation for filing with your office, together with our check in the sum of \$122.50 to cover the necessary filing fee. Please return one copy certified to the undersigned at your convenience.

Very truly yours,

BONNER, HOGAN & COLEMAN, P.A.

By   
Jeffrey P. Coleman

JPC:b  
Encl.

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-02/26/96--01103--017  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 26 AM 10:50

613 South Myrtle Ave. Post Office Box 1640 Clearwater, FL 34617

813-461-7777 Fax: 813-447-1517

of 2/28/96

ARTICLES OF INCORPORATION  
OF  
THE VM GROUP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 26 AM 10:50

ARTICLE I

Name

The name of this corporation is THE VM GROUP, INC.

ARTICLE II

Duration

The term for which said corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE III

Purpose

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one hundred shares of One hundred (\$100.00) Dollar par value common stock.

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

prorata share thereof at the price at which it is offered to others.

#### ARTICLE V

##### Principal Office/Mailing Address

The principal office/street address of the Corporation is:

2846 Roehampton Close  
Tarpon Springs, FL 34689

#### ARTICLE VI

##### Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 2846 Roehampton Close, Tarpon Springs, Florida 34689, and the name of the initial Registered Agent at that address is Gregory R. Velett, who by execution hereof accepts the duties and responsibilities of such office.

#### ARTICLE VII

##### Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The name and address of the initial Board of Directors of this corporation is as follows:

Gregory R. Velett  
2846 Roehampton Close  
Tarpon Springs, FL 34689

Terry R. Meadows  
2856 Kensington Trace  
Tarpon Springs, FL 34689

ARTICLE VIII

Incorporator

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DIVISION OF CORPORATIONS

96 FEB 26 AM 10:50


The name and address of the person subscribing to these Articles of Incorporation is: Gregory R. Velett, 2846 Roehampton Close, Tarpon Springs, Florida 34689.

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, The undersigned subscriber and Resident Agent have executed these Articles of Incorporation, this day of February 1996.

  
\_\_\_\_\_  
Gregory R. Velett,  
Subscriber and Resident Agent