

P96000046994

Alan B. Fields  
Attorney at Law  
850 Fifth Avenue South  
P.O. Box 1126  
Naples, Florida 33940  
813-643-1550  
Telecopier 813-262-8515

May 20, 1996

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32314

8000001843468  
-05/30/96--01003--015  
\*\*\*122.50 \*\*\*122.50

Re: VTH Inc.

Ladies & Gentlemen:

You will find enclosed 2 sets of Articles of Incorporation for VTH Inc. for filing, together with a check for \$122.50 in payment of the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00
	<u>\$122.50</u>

When these have been filed, please return a certified copy to me at the above address. Thank you for your assistance.

Sincerely,

*Alan B. Fields*

Alan B. Fields

ABF:hs

Enclosures

2 Sets of Articles  
Check

Signed in Alan B. Fields' presence to avoid delay in mailing.

JUN 4 1996

B8B

FILED  
JUN 28 AM 11:03  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

# Articles of Incorporation

Of

VTH Inc.

96 MAY 28 AM 11:03

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

## ARTICLE I - NAME

The name of the Corporation shall be VTH Inc.

## ARTICLE II - DURATION

The duration of the Corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

## ARTICLE III - PRINCIPAL OFFICE

The principal office of the Corporation shall be at 4830 West Kennedy Blvd., Suite 530, Tampa, Florida 33609-2517

## ARTICLE IV - PURPOSES AND POWERS

The purpose of the Corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida

## ARTICLE V - AUTHORIZED STOCK

The Corporation is authorized to issue one thousand (1,000) shares of stock with a par value of ten cents (\$0.10). Such stock shall be of a single class.

## ARTICLE VI - REGISTERED AGENT

The initial Registered Agent is Alan B. Fields. The initial Registered Office of the Corporation is 4830 West Kennedy Blvd., Suite 530, Tampa, Florida 33609-2517. The Registered Agent and the Registered Office may be changed by the Board of Directors at any time.

## ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the initial Board of Directors of the Corporation are as follows:

Roland A. Harris

4800 Haw Branch Road  
Sebring, FL 33872

Robin. A. Rood

4800 Haw Branch Road  
Sobring, FL 33072

James E. Thaxton, Jr.

1839 Harbour Light Lane  
St. George Island, FL 32328

Walter L. Williams, Jr.

10450 San Jose Boulevard  
Jacksonville, FL 32257

Alan B. Fields

850 Fifth Avenue South  
Naples, FL 33940

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator is:

Alan B. Fields  
850 Fifth Avenue South  
Naples, Florida 33940

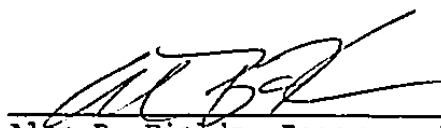
#### **ARTICLE IX - AFFILIATED TRANSACTIONS**

The Corporation, pursuant to Section 607.108(5)(a) Florida Statutes, expressly elects not to be covered by Section 607.108 Florida Statutes, pertaining to Affiliated Transactions.

#### **ARTICLE X - INDEMNIFICATION**

The Corporation shall have the authority to indemnify any current or former officer, director, employee or agent in its Bylaws, by agreement with such officer, director, employee or agent as authorized by the Board of Directors, or as otherwise permitted by Florida law. The Corporation, pursuant to Section 607.014(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or (ii) in situations where indemnification is mandatory under Section 607.014(3) Florida Statutes or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.014(2) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.014(9).

**IN WITNESS WHEREOF**, the undersigned Incorporator does hereby execute these Articles of Incorporation on September 17, 1993.

  
Alan B. Fields, Incorporator

**ACKNOWLEDGEMENT**

**STATE OF FLORIDA**

**COUNTY OF COLLIER**

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of May, 1996 by Alan B. Fields (x) who is personally known to me.

[Seal]



NOREEN L. BRADFIELD  
My Commission C0327009  
Expires Nov. 01, 1997  
Bonded by HAI  
800-422-1988

Noreen L. Bradfield

Typed or Printed Name

Title or Rank

Serial Number, if Any

**ACCEPTANCE BY REGISTERED AGENT**

I, Alan B. Fields, hereby accept the appointment as Registered Agent for VTH Inc. and acknowledge my acceptance below with my signature below, as of May 21<sup>st</sup>, 1996

ALB

Registered Agent

**FILED**  
96 MAY 28 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P9600046994

Alan B. Fields

Attorney at Law  
P.O. Box 6327  
Tallahassee, Florida 32314  
Telephone 904/633-1113

June 7, 1996

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

Re: VTH INC. - Address Correction

Ladies and Gentlemen:

Please note that the address of VTH INC. should be changed, as follows:

VTH INC.  
One Urban Centre - Suite 580  
4830 West Kennedy Boulevard  
Tampa, Florida 33609.

Thank you for your assistance.

Sincerely,

  
Alan B. Fields

ABF:nlb

cc: Mr. Roland Harris

P96000046994

Alan B. Fields  
Attorney at Law  
850 Fifth Avenue South  
Naples, Florida 34102  
941-643-1330  
Telecopier 941-262-8513

August 14, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
AUG 15 1996

Ladies and Gentlemen:

Would you please file the enclosed Articles of Amendment Changing Name for VTH, Inc.

Enclosed is my check in the amount of \$35.00 to cover the fee.

Thank you for your assistance.

Very truly yours,

  
Alan B. Fields

ABF:nlb

enclosures

FILED  
96 AUG 19 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC  
(R)(8)22

ARTICLES of AMENDMENT

Changing Name

of

VTH, Inc.

FILED  
\$6 AUG 19 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending the name of an existing corporation under the laws of the State of Florida, does hereby adopt the following Articles of Amendment:

Article I of the Articles of Incorporation of VTH, Inc. is hereby amended and modified in its entirety to read:

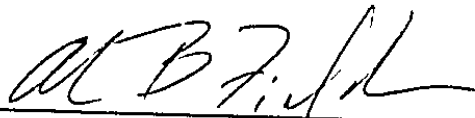
ARTICLE I - NAME

"The name of the Corporation shall be NAT Holdings, Inc."

In all other respects, the Articles of Incorporation previously filed shall remain in full force and effect.

That prior to the date hereof, no shares of stock have been issued and no officers or directors have been elected other than myself for qualifying purposes.

IN WITNESS WHEREOF, the undersigned Incorporator, sole shareholder and sole director does hereby execute these Articles of Incorporation on July 18, 1996



Alan B. Fields, Incorporator,  
Sole Shareholder and Sole Director

ACKNOWLEDGEMENT

STATE OF FLORIDA

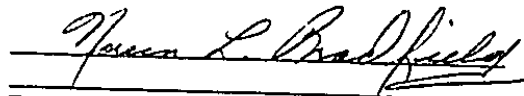
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of July, 1996 by Alan B. Fields [X] who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification and who did not take an oath.

[Seal]



NOTARY PUBLIC  
MICHAEL L. BRADFIELD  
My Commission CC327500  
Expires Nov. 01, 1997  
Bonded by HAI  
800-422-1555



Typed or Printed Name

Title or Rank

Serial Number, if Any