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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
STATE OF FLORIDA 100 W. FLAGLER ST
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TALLAHASSEE, FL 32399
FAX: (904) 822-1100 CONTACT: RAY STORMONT
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FAX: (305) 541-3770

((H96000009305))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VAIL MANAGEMENT GROUP, INC.
FAX AUDIT NUMBER: H96000009305 CURRENT STATUS: REQUESTED
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R.A. Sizemore

DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

July 8, 1998

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: VAIL MANAGEMENT GROUP, INC.
RFP: W86000014111

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Loria Poole
Corporate Specialist

FAX Aud. #: W96000009305
Letter Number: 496A00022950

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VAIL MANAGEMENT GROUP, INC.

(NAME OF CORPORATION IN FULL)

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS:
VAIL MANAGEMENT GROUP, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS: TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, SELL, CONVEY, LEASE OR OTHERWISE DISPOSE OF PERSONAL AND REAL PROPERTY, INCLUDING FRANCHISES, TRADEMARKS, PATENTS, COPYRIGHTS, LICENSES, IN THE STATE OF FLORIDA AND OTHER STATES AND COUNTRIES.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE, SELL AND PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, AND OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS REQUIRED.

TO PURCHASE THE CORPORATE ASSETS OF ANY CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

TO GUARANTEE, PURCHASE, ENDORSE, PLEDGE, ACQUIRE OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR ANY BONDS, SECURITIES OR OTHER EVIDENCES OF DEBTNESS, CREATED BY ANY GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, EXERCISE ALL OF THE RIGHTS, POWER AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

TO OPERATE IN THE INDUSTRY OF CONSULTING & MANAGEMENT SERVICES, AND ANY OTHER SIDELINES THAT THE BOARD OF DIRECTORS MAY APPROVE OF FROM TIME TO TIME.

PREPARED BY: OTHIEL TURNER & COMPANY
ACCOUNTANTS
5787 W SUNRISE BLVD
PLANTATION, FL 33312
(954) 583-2205

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ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS FIVE HUNDRED (500) COMMON STOCK, WITH A \$1.00 PAR VALUE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE \$1.00.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE V

THE TERMS OF EXISTENCE OF THIS CORPORATION IS TO BE PERPETUAL.

ARTICLE VI

THE CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VII

THE INITIAL POST OFFICE ADDRESS OF THIS CORPORATION IS
4770-D BOCA RATON BLVD
BOCA RATON, FL 33487
PALM BEACH COUNTY OF FLORIDA. THE BOARD OF DIRECTORS, FROM TIME TO TIME, MAY MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

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ARTICLE VIII

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

RONALD ALARCON

20324 HACIENDA COURT

BOCA RATON, FL 33488

PRESIDENT

RONALD ALARCON

V-PRESIDENT

RONALD ALARCON

SECRETARY

RONALD ALARCON

TREASURER

ARTICLE IX

THE DIRECTORS OF THIS ARTICLE SHALL BE THE SUBSCRIBERS, AND ANY OTHER SUCH PERSONS AS MY FROM TIME TO TIME BE ELECTED TO MEMBERSHIP BY THE DIRECTORS OF THE CORPORATION.

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ARTICLE X

THE NAMES AND POST OFFICE ADDRESS OF EACH OF THESE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE AND THE VALUE OF CONSIDERATION THEREFORE (SUM OF WHICH VALUES IS NOT LESS THAN THE AMOUNT OF THE INITIAL CAPITAL SPECIFIED IN ARTICLE IV) ARE:

	SHARES	AMOUNT
RONALD ALARCON 20324 HACIENDA COURT BOCA RATON, FL 33490	500	\$500.00

ARTICLE XI

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 STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

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ARTICLE XII

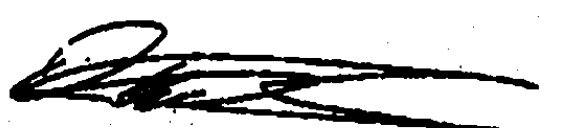
CERTIFICATE DESIGNATING PLACE OF DOMICILE OR BUSINESS OF SERVICE OF PROCESS IN THE STATE OF FLORIDA AND DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS.

IN PURSUANCE OF F.S. 48.091, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH THE FOLLOWING PERSON DESIGNATED AS AGENT TO ACCEPT SERVICE OF PROCESS. OTHHEL TURNER ADDRESS: 5787 W SUNRISE BLVD, PLANTATION, FL 33313

ACKNOWLEDGEMENT

HAVING BEEN NAMED BY THE ABOVE CORPORATION TO ACCEPT SERVICE OF PROCESS DESIGNATED IN THE ABOVE CERTIFICATE, I HEREBY AGREE TO ACT IN SAID CAPACITY AND TO COMPLY WITH THE PROVISIONS OF KEEPING SAID OFFICE OPEN.

BY: 

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96 JUL -5 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OFFICER'S SIGNATURES

x *R. Alanson*
 RONALD ALANSON

(SIGNATURE)

(SIGNATURE)

(SIGNATURE)

STATE OF FLORIDA)
 COUNTY OF BROWARD) SS

BEFORE ME, THE UNDERSIGNED AUTHORITY, DULY AUTHORIZED TO TAKE OATHS
 AND RECEIVE ACKNOWLEDGMENTS, PERSONALLY APPEARED RONALD ALANSON
 TO ME THE PERSON(S) DESCRIBED AS SUBSCRIBER(S) IN THE WHO EXECUTED
 THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND SEAL THIS 9th DAY OF July, 1996



ELIZABETH FOURNIER
 My Commission Expires 06-01-99
 My State Exp. 06, 1999

AT TEST MY COMMISSION EXPIRES:

NOTARY PUBLIC, STATE OF FLORIDA

Elizabeth C. Fournier

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