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EMPIRE CORPORATE KIT COMPANY  
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((H90000012251 0)))

TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: V.M.B. SERVICES, INC.

AUDIT NUMBER.....H90000012251

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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DIVISION OF CORPORATIONS

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*Handwritten signature and date: 9/2/96*

OF

V.M.S. SERVICES, INC.

H96000012251

THE UNDERSIGNED, has executed the following document, as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

## ARTICLE I

The name of this corporation shall be:

V.M.S. SERVICES, INC.

## ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

## ARTICLE III

The principal place of business and mailing address of this corporation shall be:

1820 N.E. 163 STREET  
SUITE 206  
NORTH MIAMI BEACH, FLORIDA 33162

## ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

Prepared By:  
Michael Kurzman, Esq.  
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Suite 401  
Miami, FL 33131  
FL. Bar #814342  
(305)945-4100

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy; To pay pensions and establish pension plans, profits sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries; To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; To have and exercise all powers necessary or convenient to effect its purposes; To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of ONE DOLLAR per share (\$5.00).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

VICTOR M. SIERRA  
6618 S.W. 41 STREET  
DAVID, FLORIDA 33314

#### ARTICLE VII

The initial board of Directors shall consist of a total of TWO person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

VICTOR SIERRA 1820 N.E. 163 STREET, STE 206, FL 33162  
LYNDA SIERRA 1820 N.E. 163 STREET, STE 206, FL 33162

#### ARTICLE VIII

The initial Officers of the Corporation shall be:

VICTOR SIERRA-PRESIDENT/TREAS  
LYNDA SIERRA - V. PRESIDENT/SECRETARY

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To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.14;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its obligations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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## ARTICLE IX

The name and address of the incorporator executing these Articles of Incorporation is:

VICTOR SIERRA-6610 S.W. 41 STREET  
DAVIE, FLORIDA 33314

The undersigned has executed these Articles of Incorporation this 3RD day of SEPTEMBER 1996.

  
Incorporator  
VICTOR SIERRA

State of Florida

SS:

County of Dade

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN KURZMAN, known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida, County of Dade, this 3RD day of SEPTEMBER 1996.

  
NOTARY PUBLIC - State of Florida  
JAY GOLDMAN  
Print  
COMMISSION NO. 000014  
MY COMMISSION EXPIRES MAY 2000

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that V.M.S. SERVICES, INC.  
(Name of Corporation)  
desiring to organize under the laws of the State of Florida, with  
its principle office, as indicated in the Articles of  
Incorporation has named VICTOR SIERRA  
(Name of registered agent)

located at NORTH MIAMI BEACH, County of DADE  
(City) (County)  
State of Florida, as its agent to accept service of process  
within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS  
REGISTERED AGENT.

SIGNATURE

  
Registered Agent  
VICTOR SIERRA

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