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ACCOUNT NO. : 072100000032

REFERENCE : 099287 7106972

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 26, 1996

ORDER TIME : 9:10 AM

ORDER NO. : 099287

CUSTOMER NO: 7106972

CUSTOMER: Philip E. Perrey, Esq
HAMRICK PERREY QUINLAN & SMITH

Suite 920
1401 Manatee Avenue West
Bradenton, FL 34205

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*****122.50 *****122.50

DOMESTIC FILING

NAME: V.M. PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 2:07

RECEIVED
96 SEP 26
DIVISION OF CORPORATIONS
96 SEP 26
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EFFECTIVE DATE

9/25/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

The undersigned, TULSI K. BHARODIA, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

V.M. PROPERTIES, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the

Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, rateably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office, and the initial registered office of the corporation, is 668 67th Street Circle East, Bradenton, Florida. The mailing address of the corporation is 668 67th Street Circle East, Bradenton, Florida, 34208. The name of this corporation's initial registered agent at such address is Vinu P. Patel. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the Initial Board of Directors shall be four. The Board of Directors shall consist of not less than one nor more than five members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of four persons. The names and addresses of the members of the Initial Board of Directors are as follows:

Tulsi K. Bharodia
802 Laughrun Drive
Forrest City, Arkansas 72335

Ish M. Patel
1339 Oak Lawn
Union City, Tennessee 38061

Vinu P. Patel
668 67th Street Circle East
Bradenton, Florida 34208

Minesh P. Patel
668 67th Street Circle East
Bradenton, Florida 34208

ARTICLE VIII

The name and address of the incorporator is as follows:

Tulsi K. Bharodia
802 Laughrun Drive
Forrest City, Arkansas 72335

For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file these Articles of Incorporation, hereby

declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 25th day of September, 1996.

Tulsi K. Bharodia (SEAL)
TULSI K. BHARODIA

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 25th day of September, 1996, by TULSI K. BHARODIA, who is personally known to me or who has produced Arkansas Drivers as identification and who did not take an oath.
License # 011-56-2513



Marilynne Bolek
My Commission 00876079
Expires Jul. 28, 2000

Marilynne Bolek
Notary Public
Print Name: MARILYNNE BOLEK
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 26 PM 2:07

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for V.M. PROPERTIES, INC., a Florida corporation.



VINU P. PATEL
Registered Agent