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FORT LAUDERDALE, FLORIDA 33302-0522

September 24, 1996

THOMAS J. ANSBRO
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CHRISTOPHER M. TRAPANI

JOHN R. TATUM
(1926-1995)

AMY R. REECK
(OF COUNSEL)

* BOARD CERTIFIED REAL ESTATE LAWYER
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SECRETARY OF STATE
STATE OF FLORIDA
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

200001957892
-09/26/96--01063--012
****122.50 ****122.50

Re: VBS Holding Corp.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Corporation, with the Registered Agent Form incorporated therein. Also enclosed is our Firm's check in the amount of \$122.50 to cover the filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please return a certified copy of these Articles of Incorporation to this office to the attention of the undersigned.

Thank you for your attention to this matter.

Very truly yours,

David F. Hanley
DAVID F. HANLEY

FILED
95 SEP 26 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DFH/cml
cc: VBS Holding Corp.
Enc.

10-1-96
KR

ARTICLES OF INCORPORATION

OF

VBS HOLDING CORP.

FILED
95 SEP 26 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be VBS HOLDING CORP., and the address of this Corporation is 200 East Las Olas Boulevard, Suite #1800, Fort Lauderdale, Florida, 33301.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by the Corporation and its objects and powers shall be as follows: to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in, receive payment for, and dispose of real estate; and to otherwise engage in any activity or business permitted under the laws of the United States of America, the State of Florida, or any other state, territory or nation.

This Corporation, subject to any specific written limitations imposed by the laws of the State of Florida, or by these Articles of Incorporation, and solely in furtherance of the purposes set forth in these Articles of Incorporation, shall have and exercise all of the powers and purposes specified and allowable under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be Ten Thousand (10,000) shares of common stock of the par value of One (\$1.00) Dollar each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 East Las Olas Boulevard, Suite #1800, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this Corporation at that address is W. MICHAEL BRINKLEY.

ARTICLE VI

DIRECTORS

The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of three persons. The initial Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation.

The qualifications, time and place of election and term of office of each Director shall be provided for in the By-Laws of the Corporation.

The only officer of this Corporation shall be the Records Officer required pursuant to Florida Statutes §607.08401(3), who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

The shareholders of this Corporation shall not be entitled to remove any director from office during his term without cause.

ARTICLE VII

DIRECTORS ABSENTEE MEETINGS

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by law.

The directors of this Corporation may take action by written consent as provided by law.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

CHARLES O. FAULKNER
3023 Lucann
Carmel, Indiana 46033

DONNA QUALMANN
Bayview Reserve
7550 Hinson Street, Apt. #10C
Orlando, Florida 32819

RICHARD B. WIGGINS III
10 Fairway Drive, Suite 205
Deerfield Beach, Florida 33441

ARTICLE IX

INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

W. MICHAEL BRINKLEY, ESQ.
200 East Las Olas Boulevard
Suite #1800
Fort Lauderdale, FL 33301

ARTICLE X

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

SHAREHOLDER VOTING

Each shareholder shall elect one director to the Board of Directors, and the quorum and voting requirement at each shareholder's meeting shall be unanimous, provided, however, that the shareholders are hereby authorized to adopt or amend a bylaw that fixes a greater or lesser quorum or voting requirement.

ARTICLE XII

DIRECTOR VOTING

The quorum and voting requirements at each Board of Director's meeting shall be unanimous.

ARTICLE XIII

INTER-COMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily otherwise interest in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken;

and any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIV

STOCKHOLDERS' AGREEMENTS

The Corporation and its common stockholders, or the stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the Stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge his stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

ARTICLE V

DIVIDENDS

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be willful or negligent; nor shall he be liable, if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XVI

INDEMNIFICATION OF DIRECTORS

The corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or any officer of the Corporation, or a director or officer of any other Corporation which he served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defenses or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such director may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties to the Corporation.

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances provided for in Florida Statute 607.0850 (1995), and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

ARTICLE XVII

DIRECTORS' LIABILITY

No director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or By-Laws. The defense of any legal, equitable or other action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearing and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the director, the Corporation shall indemnify and save him harmless.

ARTICLE XVIII

REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as director, shall result in a judgment, decree

or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

ARTICLE XIX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors and all of the stockholders of the Corporation eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, the undersigned, being the original incorporator of the foregoing Corporation, do hereby certify that the foregoing constitute the Charter of the above Corporation.

WITNESS my hand and seal this 24th day of September, 1996.

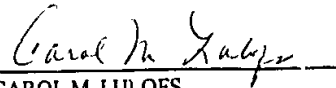

W. MICHAEL BRINKLEY

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, appeared W. MICHAEL BRINKLEY, who is personally known to me to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of September, 1996.



CAROL M. LULOFS
Notary Public, State Of Florida
My Commission expires:



CAROL M. LULOFS
NOTARY PUBLIC, State of Florida
Commission No. CC481888
My Commission Expires 08/30/98
1-800-3-NOTARY - Fla.
Notary Service & Bonding Co.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED this 24th day of September, 1996.

W. Michael Brinkley
W. MICHAEL BRINKLEY

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TALLAHASSEE, FLORIDA