

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9171
904-222-9311

P96000091003

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 144183 4306424

AUTHORIZATION :

Patricia Pzyato

COST LIMIT : \$ 122.50

ORDER DATE : November 5, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 144183-005

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves
STEEL HECTOR & DAVIS

800001996506--4

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: VRM MUD-PUPIE, 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: Maria I. Newport

EXAMINER'S INITIALS:

FILED
96 NOV -5 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 NOV -5 PM 12:14
DIVISION OF CORPORATION

Kr
11-6-96

ARTICLES OF INCORPORATION

OF

VRM MUD-PUPIE, INC.

ARTICLE I - NAME

The name of the corporation is VRM Mud-Pupie, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

FILED
96 NOV -5 PM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 5165 N.W. 11 Lane, Pompano Beach, FL 33064; and the name of the initial registered agent of the Corporation at that address is Ms. Verona Marra.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 5165 N.W. 11 Lane, Pompano Beach, FL 33064.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

Verona Marra 5165 N.W. 11 Lane, Pompano Beach, FL 33064

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Verona Marra residing at 5165 N.W. 11 Lane, Pompano Beach, FL 33064.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of October, 1996.


Verona Marra, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That VRM Mud-Pupie, Inc., desiring to organize under the law of the State of Florida, has named Verona Marra, located at 5165 N.W. 11 Lane, Pompano Beach, FL 33064, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 31 day of October, 1996.

Verona Marra
Verona Marra, Registered Agent

FILED
96 NOV -5 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA