

P96000094327

KEITH A. LOWE, P.A.  
215 SOUTH FEDERAL HWY, SUITE 200  
STUART, FLORIDA 34994  
407-287-8292  
FAX: 407-286-3947

November 14, 1996

Return to  
FILE ASAP

Attorney's Title Insurance Fund, Inc.  
Leon Branch  
660 East Jefferson Street, Suite 200  
Tallahassee, Florida 32301

RE: ASHLEY HOMES, INC.  
Incorporation

700002007467--3  
-11/19/96--01026--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for the above referenced corporation with the Secretary of State. Enclosed is an original and one (1) copy of the Articles of Incorporation, our trust check #1355 for \$70.00 for the filing fee and registered agent designation, and our trust check #1356 for \$10.00 covering your charge for this service. Please return after the filing date is noted thereon. Thank you for your assistance.

Sincerely,



Keith A. Lowe

KAL/cl

Enclosures 4

FILED  
96 NOV 19 AM 8:42  
TALLAHASSEE, FLORIDA

RECEIVED  
95 NOV 19 AM 8:09  
DIVISION OF CORPORATION

nc 11-19-96

**ARTICLES OF INCORPORATION**

**OF**

**ASHLEY HOMES, INC.**

FILED  
96 NOV 19 AM 3:42  
STATE/CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be: **ASHLEY HOMES, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

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

2973 S.W. Brighton Way  
Palm City, Florida 34990

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100) shares of common stock having a \$1.00 par value per share

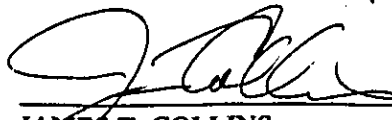
**ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

James T. Collins  
2973 S.W. Brighton Way  
Palm City, Florida 34990

ARTICLE V - INCORPORATOR

James T. Collins  
2973 S.W. Brighton Way  
Palm City, Florida 34990

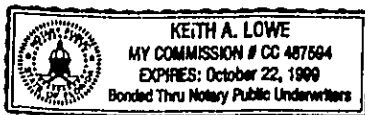
The undersigned incorporator has executed these Articles of Incorporation the 14 day of November, 1996.

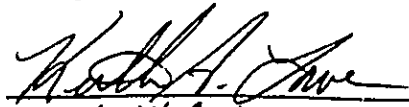
  
JAMES T. COLLINS

State of Florida  
County of Martin

The foregoing instrument was acknowledged before me this 14 day of November, 1996, by James T. Collins, who is personally known to me.

Notary Public:



  
Print KEITH A. LOWE  
State of Florida at Large  
My commission expires: \_\_\_\_\_

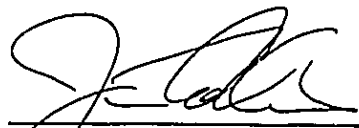
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes,, 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.

1. The name of the corporation is: **ASHLEY HOMES, INC.**
2. The name and address of the registered agent and office is:

James T. Collins  
2973 S.W. Brighton Way  
Palm City, Florida 34990

Date: November 14, 1996

  
\_\_\_\_\_  
**JAMES T. COLLINS**

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 POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
**JAMES T. COLLINS**

DATE: November 14, 1996

**FILED**  
96 NOV 19 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KEITH A. LOWE, P.A.  
215 SOUTH FEDERAL HWY, SUITE 200  
STUART, FLORIDA 34994  
561-287-8292  
FAX: 561-286-3947

August 2, 1997

State of Florida  
Department of State  
Division of Corporations  
Amendments Section  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Ashley Homes, Inc. n/k/a VIP American, Inc.

700002262737--9  
-08/11/97--01030--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ladies and Gentlemen:

Please file the enclosed Articles of Amendment to the Articles of Incorporation for the above referenced corporation with the Secretary of State. Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation, my check # 1784 for \$35.00 for the filing fee.

Sincerely,



Keith A. Lowe

KAL/sh

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 11 PM 12:15

APPROVED  
AND  
FILED

26000094327  
OK  
298  
8-11-97

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
ASHLEY HOMES, INC.**

The undersigned, as the sole Director the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of the State of Florida and this corporation's bylaws, on August 7, 1997, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of **ASHLEY HOMES, INC.**, that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of **ASHLEY HOMES, INC.** be amended to change the corporate name from **ASHLEY HOMES, INC.** to **VIP AMERICAN, INC.**

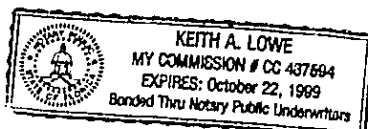
In witness whereof, these Articles Of Amendment are being executed and filed, by the sole director of **ASHLEY HOMES, INC.**, n/k/a **VIP AMERICAN, INC.** on behalf of **ASHLEY HOMES, INC.** n/k/a **VIP AMERICAN, INC.**

**ASHLEY HOMES, INC. n/k/a/  
VIP AMERICAN, INC.**

By: *James T. Collins*  
James T. Collins

State Of Florida  
County Of Martin

The foregoing instrument was acknowledged before me on August 7, 1997 by James T. Collins, sole Director of Ashley Homes, Inc., n/k/a VIP AMERICAN, Inc., who is personally known to me or who has produced identification in the form of \_\_\_\_\_ and who did or did not take an oath.



*Keith A. Lowe*  
Notary Public  
Print KEITH A. LOWE  
State of Florida at Large  
My Commission Expires:

P96000094327

KEITH A. LOWE, P.A.  
ATTORNEY AT LAW  
215 SOUTH FEDERAL HWY, SUITE 200  
STUART, FLORIDA 34994  
561-287-8292  
FAX: 561-286-3947

September 4, 1997

State of Florida, Department Of State  
Division of Corporations, Amendments Section  
P.O. Box 6327  
Tallahassee, Florida 3231

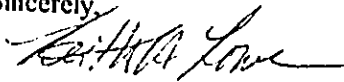
400002287474--3  
-09/08/97--01132--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: VIP American, Inc. n/k/a VIP America, Inc.

Ladies and Gentlemen:

Please file the enclosed Articles of Amendment to the Articles of Incorporation for the above referenced corporation with the Secretary of State. Enclosed is an original and one (1) copy of the Articles of Amendment and my check #1812 for \$35.00 for the filing fee. Please return after the filing date is noted thereon. Thank you for your assistance.

Sincerely,



Keith A. Lowe

KAL/cl

Enclosures 3

97 SEP -8 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NO  
P96000094327  
NO  
APR 8-97

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
VIP AMERICAN, INC.

97 SEP -8 11:10:10  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned, as the sole Director the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of the State of Florida and this corporation's bylaws, on September 2, 1997, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of VIP AMERICAN, INC., that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of VIP AMERICAN, INC. be amended to change the corporate name from VIP AMERICAN, INC. to VIP AMERICA, INC.

In witness whereof, these Articles Of Amendment are being executed and filed, by the sole director of VIP AMERICAN, INC., n/k/a VIP AMERICA, INC. on behalf of VIP AMERICAN, INC. n/k/a VIP AMERICA, INC.

VIP AMERICAN, INC. n/k/a/  
VIP AMERICA, INC.

By: James T. Collins  
James T. Collins

State Of Florida  
County Of Martin

The foregoing instrument was acknowledged before me on September 3, 1997 by James T. Collins, as sole Director of VIP American, Inc., n/k/a VIP AMERICA, Inc., who is personally known to me or who has produced identification in the form of \_\_\_\_\_ and who did or did not take an oath.

Janet Williams  
Notary Public

Print \_\_\_\_\_

State of Florida at Large

My Commission Expires:



JANET WILLIAMS  
COMMISSION # CC 631245  
EXPIRES MAR 18, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.