

**SUBURBAN ACCOUNTING  
TAX SERVICE**

7340 PROVINCE WAY #3307  
NAPLES, FL 33942

P97000019099

FEBRUARY 22, 1997

100002103221--3  
-03/04/97--01022--006  
\*\*\*\*122.50 \*\*\*\*122.50

FLORIDA DEPARTMENT OF LABOR  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

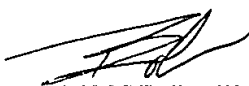
RE: ARTICLES OF INCORPORATION  
VILMAR GROUP INC.

DEAR SIR:

ENCLOSED IS THE ARTICLES OF INCORPORATION FOR "VILMAR GROUP INC"  
IN THE STATE OF FLORIDA. ALSO, ENCLOSED IS A CHECK FOR \$122.50  
FILING AND RECORDING FEE'S.

IF, FURTHER INFORMATION IS REQUIRED, KINDLY, NOTIFY THE UNDER-  
SIGNED.

SINCERELY

  
ROBERT F. WROBLE  
PRESIDENT

MAR 3

FEB 2

BSB

97 MAR -3 AM 9:24  
TALLAHASSEE, FLORIDA  
STATE

FILED

97 MAR -3 AM 9:26

STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

VILMAR GROUP INC.

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ARTICLE I - NAME

THE NAME OF THIS CORPORATION SHALL BE -

VILMAR GROUP INC.

THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION SHALL BE -

7822 GARDNER DR.  
NAPLES, FL 34109

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING  
UPON THE TILING OF THESE ARTICLES -

ARTICLE III - NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY, ALL LAWFUL  
ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF, THE STATE OF  
FLORIDA, THE UNITED STATES, OR ANY OTHER STATE AND COUNTRY -

ARTICLE IV - AUTHORIZED SHARES

THIS CORPORATION IS AUTHORIZED TO ISSUE AN AGGREGATE NUMBER OF  
COMMON SHARES OUTSTANDING AT ANY ONE TIME -

10,000 - SHARES

ARTICLE V - REGISTERED AGENT & OFFICE

THE REGISTERED AGENT AND STREET ADDRESS OF THIS CORPORATION IN THE  
STATE OF FLORIDA SHALL BE, AND THE OFFICERS & DIRECTORS FROM TIME  
TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS -

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

THE NAMES AND STREET ADDRESS OF THE INITIAL OFFICERS AND DIRECTORS

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE  
ARTICLES OF INCORPORATION SHALL BE -

MR. WILLIAM N. SMITH  
7822 GARDNER DR.  
NAPLES, FL 34109


ARTICLE VIII - CUMULATIVE VOTING

CUMULATIVE VOTING IS PERMITTED ONLY IF AUTHORIZED IN  
THE BYLAWS -

ARTICLE IX - AMENDMENTS

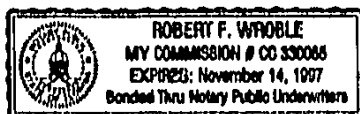
THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL  
ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR  
ANY AMENDMENTS TO THEM AND ANY RIGHTS CONFERRED UPON THE SHARE-  
HOLDERS IS SUBJECT TO THIS RESERVATION -

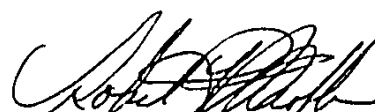
IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED  
THESE ARTICLES OF INCORPORATION THIS DATE FEBRUARY 22, 1997 -

  
WILLIAM N. SMITH  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY  
PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY AFORESAID TO TAKE  
ACKNOWLEDGEMENT, PERSONALLY APPEARED MR. WILLIAM N. SMITH -  
TO ME KNOWN TO BE THE PERSON DESCRIBED AS THE SUBSCRIBER IN AND  
WHO EXECUTED THE FORGOING ARTICLES OF INCORPORATION -



  
ROBERT F. WROBLE  
NOTARY PUBLIC

FILED

97 MAR -3 AM 9:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING

REGISTERED AGENT - REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.325 FLORIDA STATUTES  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNAT-  
ING THE REGISTERED AGENT AND OFFICE IN THE STATE OF FLORIDA -

REGISTERED AGENT -

SUBURBAN ACCOUNTING TAX SERVICE  
C/O R. F. WROBLE  
7340 PROVINCE WAY #3307  
NAPLES, FL 34104

ACKNOWLEDGEMENT -

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFI-  
CATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COM-  
PLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE, OBLIGATIONS OF SECTION 607.325 -



R.F. WROBLE  
REGISTERED AGENT

BOARD OF DIRECTORS - ELECT

PRESIDENT	-	WILLIAM N. SMITH 7822 GARDNER DR. NAPLES, FL 34109	TREASURER	-	JEAN VOSS 6916 BRIMSTONE FAIRFAX STATION VA 22039
V/PRESIDENT	-	BRUCE N. VOSS 6916 BRIMSTONE LN FAIRFAX STATION VA 22039	SECRETARY	-	LOUISE SMITH 7822 GARDNER DR. NAPLES, FL 34109