

P970000019615

A.B.A. Financial Group, Inc.

P. O. Box 270693 • Tampa, FL 33688-0693 • (813) 968-8822 • (800) 226-1345 • Fax (813) 968-4729

February 24, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

600002098546--5
-02/26/97-01062--005
*****70.00 *****70.00

Re: Articles of Incorporation
Seedrock-VGP, Inc.

Dear Sirs:

Please find enclosed articles of incorporation for filing along with the appropriate filing fee of \$70.00. Should you have any questions regarding these articles, please call.

Sincerely,

Allan B. Andreasen

Allan B. Andreasen
President

Enc.

FILED
97 FEB 25 AM 9 47
TALLAHASSEE, FLORIDA

2/26/97
3497

ARTICLES OF INCORPORATION

OF

SEEDROCK-VGP, INC.

FILED
97 FEB 26 AM 9:42
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is SEEDROCK-VGP, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be educational research.

As principal, agent or otherwise, to buy, sell, hold, own, improve, operate, lease, convey, exchange, mortgage, pledge, transfer or otherwise acquire, use, and dispose, of office buildings, land, water rights, factories, shops, salesroom, apparatus, materials, supplies, and property, both real and personal, wheresoever situated, and to exercise such rights and privileges as may be requisite to carry out any or all of the foregoing purposes, and to construct, equip, lease, rent, hire and manage buildings and structures of every kind and description.

To buy, sell, deal in, and supply goods, wares, merchandise and services of every class and description to the extent now or hereafter permitted by law; to buy, own, hold, improve, lease, sell, encumber, convey and execute mortgages, and encumber its property, both real, personal and mixed; to buy, own, hold, lease, assign, sell, transfer, encumber, exchange and otherwise generally to deal in personal property of every nature and kind whatsoever.

To buy, sell and act as agent or broker in the purchase and sale of real estate and personal property of every kind and character.

To own and operate wholesale and retail establishments engaged in the sale of products, commodities, and general merchandise of every kind and character.

To purchase and acquire any other business or businesses, or any interest therein, and to pay for the same in cash or in shares or debentures of this Corporation, or partly in one of such modes and partly in the other or others.

To borrow or raise money by the issuance of bonds, debentures, bills of exchanged, promissory notes, or other obligations or securities of the Corporation, or by mortgage or in such manner as the Board of Directors may deem proper.

To enter into working arrangements of any kind and all kinds, whether by contract, or otherwise, which such other persons, company's, or corporations as the Board of Directors may deem convenient or beneficial to this Corporation.

To grant to other persons, firms, or corporations the right or privilege to carry on any kind of business not prohibited by law, on the premises of the Corporation, on such terms as the Corporation shall deem expedient or proper.

To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any persons or company to carry on; to enter into partnership or into any concessions, or cooperate with any person or company carrying on or about to carry on, or any business transaction capable of being conducted so as directly or indirectly to benefit this Corporation; to buy, own, hold, sell, encumber, assign or transfer, and generally to deal with commercial paper of any and all kinds, and to do all things necessary in connection therewith.

To invest the moneys of the Corporation not immediately required by it in such manner as the Board of Directors may deem proper.

To do any and everything else which in the opinion of the Board of Directors is necessary, convenient or beneficial to the Corporation.

It being the intention that the objects and purposes specified shall be in no wise limited or restricted by the reference to or inference from the terms of any other clause of these Articles of Incorporation, and shall be construed as independent objects, and as in furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Florida upon corporations for profit.

ARTICLE III

The total number of shares of the authorized capital stock of the Corporation is Ten Thousand (10,000) shares of Common Stock with a par value of \$.50 per share.

All such stock shall be non-assessable, issued at and for such consideration, whether the same be cash, services rendered or otherwise, and upon such terms and conditions as may be fixed by the Board of Directors of the Corporation.

The Board of Directors of the Corporation in its discretion may declare and pay dividends to the holders of common stock out of the earnings of the Corporation, after making such provision, if any, as the Board of Directors may deem necessary for working capital and for additional improvements to its property, and for general expansion of its business. Said dividends shall be in such amounts, and declared and paid at such times, as shall be fixed by the Board of Directors in its discretion.

The holders of the common stock of the Corporation shall have one vote for each share of such stock owned by them for the election of Directors and for all other purposes.

No holder of common stock of the Corporation, or any other class of stock which may hereafter be created, shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever or of securities convertible into stock of any class whatsoever, whether now or hereafter authorized or whether issued for cash, property, or services, or by way of dividends, and all such rights are waived by each holder of the common stock, and of any other class of stock which may hereafter be created, but any such unissued stock or such authorized issue or new stock for any class or of any securities convertible into stock may be issued and disposed of, pursuant to a resolution of the Board of Directors of the Corporation, to such other persons, firms, corporations, or associations, and upon such terms, as may be deemed advisable by the Board of Directors in the exercise of its discretion, but subject to the provisions of this Certificate.

ARTICLE IV

The amount of Capital with which the Corporation shall begin shall not be less than Five Hundred Dollars and No Cents (\$500.00).

ARTICLE V

The Corporation shall have perpetual existence unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The address of the initial registered office of the Corporation and the principle mailing address for the business shall be 1208 S. Albany Tampa, Fl. 33606 and its initial registered agent at such address shall be Lorie Larson.

ARTICLE VII

The affairs of the Corporation shall be conducted by a Board of Directors of not less than one (1) nor more than five (5) Directors, as may be determined from time to time by the holders of the common stock of the Corporation. It is not necessary that a Director be a stockholder in the Corporation.

ARTICLE VIII

The name and street addresses of the subscriber, incorporator, and first members of the Board of Directors who shall hold office for the first year of the Corporation, or until their successors are elected and qualified, unless otherwise provided by the By-Laws, is:

Judy L. Smith 1208 S. Albany Tampa, Fl.
Sole Incorporator and Director

ARTICLE IX

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interest in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that any one or more directors of this Corporation is a party to, or are parties to, or interested in such contract or transactions; provided that in each case the nature and extent of the interest of such director or directors in such contract or other transaction or the fact that such director or directors is or are a director or directors or officer or officers of such other Corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE X

The Corporation shall indemnify every person who is serving or has served as an officer, director, employee or agent of the Corporation, or, at its request, of any other corporation of which it is a stockholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes, subject to the limitations on and conditions of such indemnification set forth therein, which indemnification shall not affect any other rights to which such persons may be entitled.

ARTICLE XI

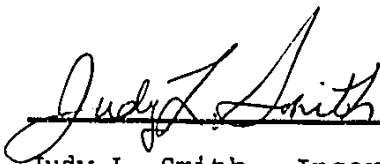
The original incorporator of the Corporation shall have the right upon its organization to assign and deliver his subscription for stock and upon such assignment such assignees shall stand in lieu of the original incorporator, and shall assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

It shall be lawful for the Board of Directors to provide for a method of issuance of stock certificates so as to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the directors as are present at any regular or special meeting of the Board of Directors.

The Corporation may, in its by-laws, confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by statute.

The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles in the manner, now or hereafter prescribed by State statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of February, 1997.



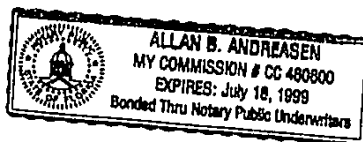
Judy L. Smith - Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that before me, the undersigned authority this day personally appeared Judy L. Smith to me known and known by me to be the person described in and who subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed and that she did not take an oath.

WITNESS my hand and seal at Tampa, Florida this 24th day of February, 1997.


Allan B. Andreasen
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
REGISTERED OFFICE AND REGISTERED AGENT (RESIDENT AGENT).

Pursuant to applicable Florida Statutes, the following is submitted:

That Seedrock-VGP, Inc. desiring to organize under the laws of the State of Florida with its Registered Office as indicated in the Articles of Incorporation at 1208 S. Albany Tampa, Fl. 33606 has named Lorie Larson as its Registered Agent and Resident Agent.

ACKNOWLEDGEMENT

Having been named Registered Agent for the above stated Corporation as designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Lorie Larson
Lorie Larson
Registered Agent

FILED
97 FEB 26 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA