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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 14, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: V & K Ventures, Inc.

To Whom it May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.50 to cover the cost for Filing Fee and Certificate.

Please process as soon as possible. Feel free to contact us with any questions.

Sincerely,

*K. Siegel*

Karen M. Siegel  
4011 Fontana Place  
Valrico, FL 33594

(813) 690-1343

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*OK 3/21/97*

ARTICLES OF INCORPORATION

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

ARTICLE 1 - NAME & ADDRESS

The name of the corporation shall be V & K Ventures, Inc.. The address for the corporation shall be: Post Office Box 429, Brandon, Florida 33509-0429.

ARTICLE 2 - PURPOSE

The general purposes for which this corporation is organized are:

1. To transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.
2. To do everything necessary and proper in accomplishing the foregoing and to do anything incidental to the foregoing, as authorized and not forbidden under the laws of the State of Florida.
3. To possess and have the authority to exercise any and all powers allowed by the laws of the State of Florida.

ARTICLE 3 - INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is: Karen Siegel, 4011 Fontana Place, Valrico, FL 33594.

ARTICLE 4 - INCORPORATORS

The names and street address of the incorporator of these Articles of Incorporation is: Vence A. Davis, 8412 Twin Lakes Blvd., Tampa, FL 33614.

ARTICLE 5 - BOARD OF DIRECTORS

1. This corporation initially shall have two (2) directors. The number of directors may be increased or diminished from time to time by action in accordance with the By-Laws of the corporation.

2. The name and address of the first members of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office until their successors are elected and qualified, are:

President/Treasurer

Vence A. Davis  
8412 Twin Lakes Blvd.  
Tampa, FL 33614

Vice President/Secretary

Karen M. Siegel  
4011 Fontana Place  
Valrico, FL 33594

All of the directors of the Corporation shall be at least eighteen (18) years of age.

#### ARTICLE 7 - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

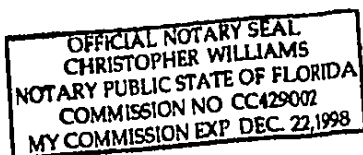
In witness whereof, the above named incorporator has subscribed his name this 14th day of March, 1997.

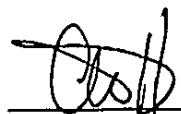
  
Vence A. Davis

State of Florida

County of Hillsborough

The foregoing Articles of Incorporation were acknowledged before me this 14th day of March, 1997 by Vence A. Davis, \_\_\_\_\_ who is personally known to me or \_\_\_\_\_ who has produced his driver's license as identification and who did not take an oath.



  
Notary Public CHRISTOPHER WILLIAMS  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

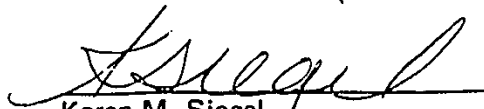
PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

V & K Ventures, Inc., desiring to organize or qualify under the laws of the State of  
Florida, with it's principal place of business in Brandon, Florida, has named Karen M.  
Siegel, 4011 Fontana Place, Valrico, FL 33594, as its agent to accept service of  
process within Florida.



Vence A. Davis  
(Corporate Officer)  
TITLE: President  
Date: 3/14/97

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 all matters.



Karen M. Siegel  
(Resident Agent)  
Date: 3/14/97

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