

P97000052760
Pamela H. Chesebrough

ATTORNEY - AT - LAW
350 Gulf Boulevard
Indian Rocks Beach, Florida 33785
Phone (813) 596-9078
Fax (813) 593-2192

REPLY TO:

FILED
97 JUN 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

June 11, 1997

RE: Incorporation - V.C. & D., Inc.

400002211984--2
-06/13/97--01110--005
***122.50 ***122.50

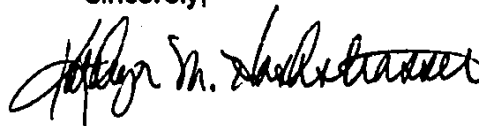
Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is a check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to Pamela Chesebrough, Attorney-at-Law.

Thank you for your assistance.

Sincerely,



Kathryn Hoshtrasser
Legal Assistant

me 6/16/97

ARTICLES OF INCORPORATION.

OF

V. C. & D., Inc.

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

ARTICLE I - NAME

The name of the corporation shall be:

V.C.& D., Inc.

The principal place of business of this corporation shall be:

Lot #17, 7901 Seminole Boulevard
Seminole, Florida 33772

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

FILED
97 JUN 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

**Victoria Metcalf
Lot #17, 7901 Seminole Boulevard
Seminole, Florida 33772**

ARTICLE VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

**Victoria Metcalf
Lot #17, 7901 Seminole Boulevard
Seminole, Florida 33772**

In Witness whereof, the undersigned incorporator has executed

these Articles of Incorporation this 11th. day of June, 1997.

Signature of Incorporator:

Victoria Metcalf
Victoria Metcalf

State of Florida

City of Indian Rocks Beach

The foregoing instrument was acknowledged before me this
11th day of June, 1997 by Victoria Metcalf of V.C. & D., Inc.
who is personally known to me or who has produced a
Florida driver's license as identification and who did
take an oath.



Pamela Chesebrough
Pamela Chesebrough
Commission No.: CC549054
Commission Expires: 4/23/00

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
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 designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: V.C. & D., Inc.
2. The name and address of the registered agent and office is:

Victoria Metcalf
Lot #17, 7901 Seminole Boulevard
Seminole, Florida 33772

Signature: *Victoria Metcalf*
Title: *President*
Date: *6-11-97*

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 my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature *Victoria Metcalf*
(Registered Agent)

Date *6-11-97*

FILED
97 JUN 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA