

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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VH Technologies, Inc.

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: DR

Name _____

Walk-In _____

7/23

Date _____

Will Pick Up _____

8:30

Time _____

RECEIVED
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DIVISION OF CORPORATIONS

RP
7-23-97

ARTICLES OF INCORPORATION

OF

VH TECHNOLOGIES, INC.

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We, the undersigned, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be: VH TECHNOLOGIES, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be software development and systems integration.

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other

negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other obligations and the evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

ARTICLE III

The amount of capital stock authorized for this corporation shall be five hundred (500) shares of common stock with a par value of One and No/100 Dollars (\$1.00) per share. All of the authorized stock of this corporation shall be fully paid and non-

assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE VI

The principal place of business of said corporation in the State of Florida is: 5307 22nd Avenue West, Bradenton, Manatee County, Florida 34209. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have five (5) directors initially. The number of directors of this corporation may be increased or decreased from time to time by the Bylaws of this corporation, but the number of directors shall never be less than three nor more than five.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and the officers of this corporation who shall hold office for the first year of the existence of this corporation or until their successors are elected, and the respective offices which they will hold, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
B. WAYNE VARNADORE	5307 22nd Avenue West Bradenton, Florida 34209	President Director
KEVIN R. HARRIS	5307 22nd Avenue West Bradenton, Florida 34209	Sec/Treas Director
CYNTHIA WEBB VARNADORE	5307 22nd Avenue West Bradenton, Florida 34209	Vice President Director
LORIE S. HARRIS	5307 22nd Avenue West Bradenton, Florida 34209	Vice President Director
JOHN SCOTT NORRIS	5307 22nd Avenue West Bradenton, Florida 34209	Director

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, and the statement of the number of shares of stock, and the value of the consideration therefor which each agrees to take is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
B. WAYNE VARNADORE	5307 22nd Avenue West Bradenton, Florida 34209	125	\$125.00
KEVIN R. HARRIS	5307 22nd Avenue West Bradenton, Florida 34209	125	\$125.00
CYNTHIA WEBB VARNADORE	5307 22nd Avenue West Bradenton, Florida 34209	125	\$125.00
LORIE S. HARRIS	5307 22nd Avenue West Bradenton, Florida 34209	125	\$125.00

ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any question or motion or action of the stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote thereon. The Bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation. No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office or being a director or agent of this corporation. Vacancies in the officers and directors of this corporation shall be filled as prescribed in the Bylaws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating for profit under the laws of the State of Florida appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be increased, deleted or changed by the Bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto. Any action taken by the corporation may be ratified by a writing signed by all of the stockholders, thereby dispensing with

the formalities of special and annual meetings of the stockholders and directors.

ARTICLE XI

The street address of the initial registered office of this corporation is: 5307 22nd Avenue West, Bradenton, Florida 34209, and the name of the initial registered agent of this corporation at that address is B. Wayne Varnadore.

IN WITNESS WHEREOF, the undersigned, each a natural person competent to contract, being the original subscribers of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and they do respectively agree to take the number of shares of stock for the value of the consideration above set forth, and do accordingly set their hands and seals this 17 day of July, 1997.

Signed, Sealed and Delivered
In the Presence Of:

Lavonne L. Webb

Dora E. Webb

As to the signature of the
Subscriber

B. Wayne Varnadore
B. WAYNE VARNADORE

(SEAL)

SUBSCRIBER

Signed, Sealed and Delivered
In the Presence Of:

Savonne S. Webb

Dia E. Webb

As to the signature of the
Subscriber

KEVIN R. HARRIS

SUBSCRIBER

Signed, Sealed and Delivered
In the Presence Of:

Savonne S. Webb

Dia E. Webb

As to the signature of the
Subscriber

CYNTHIA WEBB VARNADORE

SUBSCRIBER

Signed, Sealed and Delivered
In the Presence Of:

Savonne S. Webb

Dia E. Webb

As to the signature of the
Subscriber

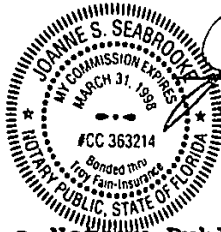
LORIE S. HARRIS

SUBSCRIBER

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared B. WAYNE VARNADORE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or produced a _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of July, 1997.



Joanne S. Seabrooke
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared KEVIN R. HARRIS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or produced a _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of July, 1997.



Joanne S. Seabrooke
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared CYNTHIA WEBB VARNADORE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or produced a _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of July, 1997.

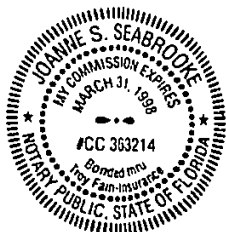


Joanne S. Seabrooke
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared LORIE S. HARRIS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and She acknowledged before me that she executed those Articles of Incorporation. She is personally known to me or produced a _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of July, 1997.



Joanne S. Seabrooke
Notary Public

**CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of VH TECHNOLOGIES, INC., a corporation duly organized and existing under the laws of the State of Florida is: 5307 22nd Avenue West, Bradenton, Florida 34209.

2. The Registered Office of this corporation is: 5307 22nd Avenue West, Bradenton, Manatee county, Florida 34209.

3. The Registered Agent of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
B. WAYNE VARNADORE	5307 22nd Avenue West Bradenton, Florida 34209

4. The name and address and respective office of each member of the Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
B. WAYNE VARNADORE	5307 22nd Avenue West Bradenton, Florida 34209	President Director
KEVIN R. HARRIS	5307 22nd Avenue West Bradenton, Florida 34209	Sec/Treas Director
CYNTHIA WEBB	5307 22nd Avenue West Bradenton, Florida 34209	Vice President Director
LORIE S. HARRIS	5307 22nd Avenue West Bradenton, Florida 34209	Vice President Director
JOHN SCOTT NORRIS	5307 22nd Avenue West Bradenton, Florida 34209	Director

5. The name and address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
B. WAYNE VARNADORE	5307 22nd Avenue West Bradenton, Florida 34209
KEVIN R. HARRIS	5307 22nd Avenue West Bradenton, Florida 34209
CYNTHIA WEBB VARNADORE	5307 22nd Avenue West Bradenton, Florida 34209
LORIE S. HARRIS	5307 22nd Avenue West Bradenton, Florida 34209

VH TECHNOLOGIES, INC.

By: B. W. Varnadore
Corporate Officer

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CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

OF

VH TECHNOLOGIES, INC.

Having been named a 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 7-17-97


B. WAYNE VARNADORE
Registered Agent