

P 970000 66113



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 479037 7133457

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

ORDER DATE : July 29, 1997

ORDER TIME : 9:07 AM

ORDER NO. : 479037-005

600002253396--6

CUSTOMER NO: 7133457

CUSTOMER: Mr. William King
KING & ASSOCIATES, PC

Suite 430
7200 North Mopac Boulevard
Austin, TX 78731

DOMESTIC FILING

NAME: VEGA 21 CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 JUL 30 AM 9:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EX JUL 31 1997

FILED

ARTICLES OF INCORPORATION 97 JUL 30 AM 9:10
OF
VEGA 21 CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VEGA 21 CORPORATION

The address of the principal office of this corporation shall be 515 Seabreeze Boulevard, Fort Lauderdale, Florida 33316 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Harry L. Schoell
Dir.

515 Seabreeze Boulevard
Fort Lauderdale, Florida 33316

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 30, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Dan O'Healy*
Its Agent, Gail Shelby

GLS/rww

FILED
97 JUL 30 AM 9:10
TALLAHASSEE, FLORIDA