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813-894-3609

LAW OFFICE RT AVIS

PAGE 02

LAW OFFICES

RICHARD T. AVIS

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SUITE 205C

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RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

OF COUNSEL

REFER TO FILE NO.

97 AUG 18 AM 10:14
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

PD97000072038

TRANSMITTAL LETTER

August 14, 1997

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

400002270074--01
-08/18/97--01119--007
*****70.00 *****70.00

SUBJECT: VHLA Partners, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of incorporation and the filing number and remit to me. We do not require a certified copy at this time.

FROM: Vaughn Haight, Registered Agent
VHLA Partners, Inc.
7183 30th Ave. N.
St. Petersburg, Fl. 33710

Thank you for your assistance in this matter.

Sincerely,

Vaughn Haight

Vaughn Haight

RTA/lbj
Enclosures

D. BROWN AUG 20 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 18 AM 10:14

**ARTICLES OF INCORPORATION
OF
VHLA PARTNERS, INC.**

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

ARTICLE I NAME

The name of the corporation shall be:

VHLA Partners, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7183 30th Ave. N.
St. Petersburg, Fl. 33710

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares

Such shares shall be without par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Vaughn Haight
7183 30th Ave. N.
St. Petersburg, Fl. 33710

ARTICLE V INCORPORATOR

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

Vaughn Haight
7183 30th Ave. N.
St. Petersburg, Fl. 33710

The undersigned incorporator has executed these Articles of Incorporation this 14th day of August, 1997.

Vaughn Haight
(Signature)

Vaughn Haight

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 18 AM 10:14

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

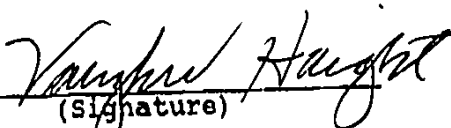
1. *The name of the corporation is:*

VHLA Partners, Inc.

2. *The name and address of the registered agent and office is:*

Vaughn Haight
7183 30th Ave. N.
St. Petersburg, Fl. 33710

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


(Signature)
Vaughn Haight