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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: V.A.A.C., INC.

AUDIT NUMBER.....H97000016589

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION  
OF  
V.A.A.C., INC.**

The undersigned Subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

V.A.A.C., INC.

**ARTICLE II - PRINCIPAL OFFICE OR MAILING ADDRESS**

The initial principal office and mailing address of the corporation shall be:

505-S.W. 102nd Avenue  
Miami, Florida 33174

**ARTICLE III - TERM OF EXISTENCE**

This corporation shall exist perpetually, and corporate existence shall commence with the filing of these Articles.

**ARTICLE IV - NATURE OF BUSINESS**

This corporation may transact or engage in any and 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 V - CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a par value of \$1.00 per share.

**ARTICLE VI - ADDRESS**

The street address of the initial registered office of the corporation shall be 505 S.W. 102nd Avenue, Miami, Florida, 33174, and the name of the initial registered agent of the corporation at that address is Victor A. Cruz

**ARTICLE VII - SPECIAL PROVISION**

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

Prepared By:  
Michael G. Bass, Esq.  
Michael G. Bass, P.A.  
Fla. Bar No. 269141  
8900 S.W. 107th Ave., Suite 206  
Miami, Florida 33176 (305) 595-9300

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**ARTICLE VIII - PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash, of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

**ARTICLE IX - DIRECTORS**

This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is:

VICTOR A. CRUZ  
505 S.W. 102nd Avenue  
Miami, Florida 33174

**ARTICLE X - OFFICERS**

The name and address of the initial officer of the corporation, who shall hold office for the first year of the corporation, or until his successors are elected or appointed, is:

PRESIDENT, TREASURER, SECRETARY  
VICTOR A. CRUZ  
505 S.W. 102nd Avenue  
Miami, Florida 33174

**ARTICLE XI - INCORPORATORS**

The name and address of the Incorporator and Subscriber to these Articles of Incorporation is:

VICTOR A. CRUZ  
505 S.W. 102nd Avenue  
Miami, Florida 33174

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 3<sup>rd</sup> day of October, 1997.

  
\_\_\_\_\_  
VICTOR A. CRUZ

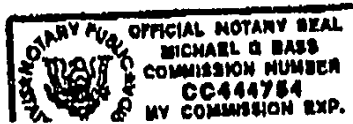
STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of October, 1997, by VICTOR A. CRUZ, who is personally known to me or who has produced PA Privy keys as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

I, VICTOR A. CRUZ, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its principal business at the City of Miami, State of Florida, have named Victor A. Cruz, located at 505 S.W. 102nd Avenue, Miami, Florida 33174, as its Agent to accept service of process within Florida.

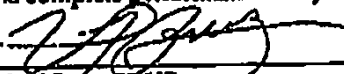
V.A.A.C., INC.

Dated 10/3/97

By:   
VICTOR A. CRUZ

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.

Dated 10/3/97

By:   
VICTOR A. CRUZ

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