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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
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NAME: VAMACORP, INC.

AUDIT NUMBER.....H97000017935

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1997

ATLAS, PEARLMAN, TROP & BORKSON, P.A.

SUBJECT: VAMACORP, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The conflict is VAMA, INC., document number P96000001162.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H97000017935
Letter Number: 097A00052419

ARTICLES OF INCORPORATION

OF

VAMA HOLDING CORP.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: VAMA HOLDING CORP.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 11365 Little Bear Way, Boca Raton, Florida 33428.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

CHARLES B. PEARLMAN, ESQ., FL BAR # 235547
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301
Phone No.: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 2,000,000 shares of capital stock, consisting of the following:

- (a) 1,000,000 shares of Class A Common Stock, having a par value of \$.001 per share;
- (b) 500,000 shares of Class B Common Stock, having a par value of \$.001 per share; and
- (c) 500,000 shares of Preferred Stock, having a par value of \$.001 per share.

The Class A Common Stock and the Class B Common Stock shall be equal in all respects, except that (i) other than as required under Florida law, holders of Class B Common Stock shall not be entitled to vote, and (ii) the shares of Class B Common Stock may be converted into shares of Class A Common Stock, on a one for one basis, by resolution duly adopted by a majority of the Corporation's Board of Directors.

The Preferred Stock may be issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance

of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Charles B. Pearlman, Esq., c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida 33301.

ARTICLE IX
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 28th day of October, 1997.


Charles B. Pearlman, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

Vama Holding Corp., a corporation existing under the laws of the State of Florida with its principal office and mailing address at c/o 11365 Little Bear Way, Boca Raton, FL 33428 has named South Florida Registered Agents, Inc. whose address is 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
(A FLORIDA CORPORATION)

BY: Beverly F. Bryan
BEVERLY F. BRYAN, PRESIDENT

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