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

500002342885--2  
-11/10/97-01108-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Vandeley, Inc.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles on incorporation for the above corporation and check in the amount of \$ 70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Reg. Agent Fee	<u>\$35.00</u>
Total Fees	\$70.00

FROM: Allan Williams  
1347 Dill Avenue  
Spring Hill, Florida 34608  
(352) 683 - 8317

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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11-13-97  
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**ARTICLES OF INCORPORATION**

**OF**

**Vandelely, Inc.**

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

**ARTICLE ONE: NAME**

The name of the corporation shall be:

Vandelely, Inc.

**ARTICLE TWO: PRINCIPAL OFFICE**

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

1347 Dill Avenue, Spring Hill Florida 34608

**ARTICLE THREE: DURATION**

The period of its duration is perpetual.

**ARTICLE FOUR: PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE FIVE: CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

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**ARTICLE SIX: PRE-EMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE SEVEN: SECTION 1244 STOCK**

The parties and each of them shall use their best efforts to cause the corporation to take reasonable steps to assure that the shares subscribed for in this Agreement qualify as Section 1244 stock within the meaning of the Internal Revenue Code, including (i) designating the shares subscribed for in this Agreement as section 1244 stock if in the year they are issued the corporations' capital receipts exceed \$1 million, and (ii) maintaining appropriate records.

**ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE**

The street address of its initial registered office is 1347 Dill Avenue, Spring Hill, Florida  
34608 and the name of its initial registered agent at said address is \_\_\_\_\_  
Allan Williams

**ARTICLE NINE: ITTIAL BOARD OF DIRECTORS**

This corporation shall have one director, initially, and the name and address of the initial director is  
Allan Williams, 1347 Dill Avenue, Spring Hill, Florida 34608

**ARTICLE TEN: INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is

Allan Williams, 1347 Dill Avenue, Spring Hill, Florida 34608

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 29 rd day of October, 1997.



Allan Williams, Incorporator

**STATE OF FLORIDA**

**COUNTY OF PASCO**

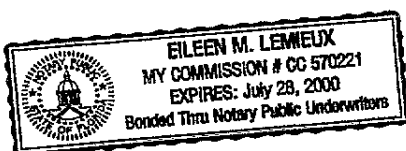
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take  
acknowledgements, personally appeared Allan Williams, to me known <sup>PERSONALLY TO</sup> <sup>KNOWN</sup> <sup>ME.</sup>  
to be the person described in and who executed the foregoing Articles of Incorporation and  
acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this

29th day of October, 1997.



NOTARY PUBLIC



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

Pursuant to the provisions of section 607.0501, 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: Vandelay, Inc.

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

Allan Williams

1347 Dill Avenue, Spring Hill, Florida 34608

SIGNATURE \_\_\_\_\_

TITLE Registered Agent

DATE 10-30-97

**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 DUTIED, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

SIGNATURE \_\_\_\_\_

DATE 10-30-97

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