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Robert L. Thomas

Attorney At Law

Apopka, Florida 32703

405 Blue Bird Street

Telephone (407) 889-4747

December 1, 1997

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-12/08/97--01025--009  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Re: V Z TOO ENTERPRISES, INC.

Dear Sir:

Enclosed is an original and copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval on these Articles of Incorporation on the duplicate copy, certify and return to my office.

A check is enclosed to cover the following:

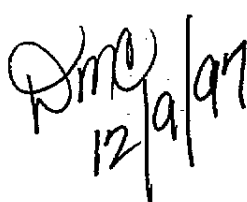
Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Thank you for your assistance.

Very truly yours,

  
Robert L. Thomas

RLT:st  
enclosures



FILED  
97 DEC -8 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

97 DEC -8 PM 12:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

OF

**V-Z TOO ENTERPRISES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be:

**V-Z TOO ENTERPRISES, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The term of existence of the corporation is perpetual.

**ARTICLE III - GENERAL PURPOSE**

The general purposes for which the corporation is organized are:

1. To engage in any activity or business permitted under the laws of the United States and Florida or engage in any other trade or business which can, in the opinion of the board of

directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 5,000, all of which shall be common stock with a par value of one (\$1.00) dollar per share.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The following address is designated as the address of the initial registered office and the principal office for this corporation:

14355 S.E. Highway 441  
Summerfield, FL 34491

The person designated as the initial Registered Agent for the purpose of receiving service of process in the corporate name at the principal address and the Registered Office is:

SHIRLEY D. VEASEY

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have no less than one director. The number of directors may be either increased or diminished from time to time by the by-laws of this corporation.

The name and address of the initial Board of Directors, who, subject to the provisions of the Articles of Incorporation, the by-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

JERRY H. VEASEY

23 SE Ocale Way  
Summerfield, FL 34491

SHIRLEY D. VEASEY

23 SE Ocale Way  
Summerfield, FL 34491

ARTICLE VII - INITIAL OFFICERS

This corporation shall be a corporation as defined by the Florida Statutes. It shall have directors but shall be governed by the shareholders and administered by the officers elected pursuant to the proceedings set forth in the by-laws of the corporation. Initially, officers shall be as follows:

PRESIDENT

JERRY H. VEASEY

SECRETARY/TREASURER

SHIRLEY D. VEASEY

ARTICLE VIII - SUBSCRIBER AND INCORPORATOR

The name and address of the Subscriber and Incorporator to these Articles of Incorporation and the number of shares of stock of this corporation which they agree to take and the value of the consideration is:

JERRY H. VEASEY	500 shares	\$ 500.00
23 S.E. Ocale Way		
Summerfield, FL 34491		

SHIRLEY D. VEASEY	500 shares	\$ 500.00
23 S.E. Ocale Way		
Summerfield, FL 34491		

ARTICLE IX - AMENDMENTS

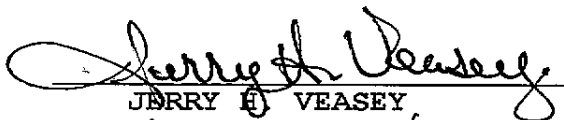
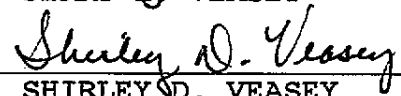
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, but only by vote of at least two-thirds of the shareholders.

ARTICLE X - DISSOLUTION

Dissolution of this Corporation may be effected by the provisions of the Florida Statutes.

IN WITNESS WHEREOF, the following incorporator(s)

have hereunto set his hand and seal this 29 day of November,  
1997 at Apopka, Orange County, Florida.

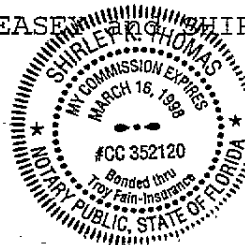
  
JERRY H. VEASEY  
  
SHIRLEY D. VEASEY

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on the  
29 day of November, 1997 by JERRY H. VEASEY and SHIRLEY D.  
VEASEY.

  
SHIRLEY K. THOMAS



NOTARY PUBLIC, STATE OF FLORIDA

Personally Known ✓ Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for  
the above-named corporation, at place designated in these

Articles of Incorporation, I hereby accept and agree to act in  
this capacity.

Shirley D. Veasey  
SHIRLEY D. VEASEY

**FILED**  
97 DEC -8 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA