



THE UNITED STATES  
CORPORATION  
COMPANY

098000006356

ACCOUNT NO. : 072100000032

REFERENCE : 676066 11440A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 21, 1998

ORDER TIME : 12:02 PM

ORDER NO. : 676066-010

CUSTOMER NO: 11440A

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CUSTOMER: Tom Roman, Esq  
ROMAN & ROMAN, P.A.

Suite #1  
2196 Main Street  
Dunedin, FL 34698

DOMESTIC FILING

NAME: VF PROFESSIONAL SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 21 PM 2:13

RECEIVED  
98 JAN 21 1:14  
DIVISION OF CORPORATIONS

EFFECTIVE DATE

01/20/98

**ARTICLES OF INCORPORATION**  
**OF**  
**VF PROFESSIONAL SERVICES, INC.**

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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the Corporation is **VF PROFESSIONAL SERVICES, INC.**

**ARTICLE II - Commencement and Duration**

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - Principal Office**

The initial principal office of the Corporation will be located at 32615 U.S. 19, Suite 4, Palm Harbor, FL 34684.

**ARTICLE V - Stated Capital**

The Corporation is authorized to issue 1,000 shares of common stock at ONE DOLLAR (\$1.00) par value per share.

**ARTICLE VI - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the Shareholders adopted at a special meeting called for that purpose, may be exercised or performed to

such extent and by such person or persons as shall be provided by the Shareholders. The Corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and street address of the initial Directors who shall hold office until their successors, who shall be chosen at the first meeting of the Shareholders, have been qualified shall be:

<u>Name</u>	<u>Address</u>
Carl Begovich	32615 U.S. 19, Suite 4 Palm Harbor, FL 34684
Samuel F. Nixon, III	32615 U.S. 19, Suite 4 Palm Harbor, FL 34684
Emil S. Stuermer	32615 U.S. 19, Suite 4 Palm Harbor, FL 34684

#### **ARTICLE VII - Indemnification**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### **ARTICLE VIII - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE IX - Amendment**

These Articles of Incorporation may be amended at any time by a vote of the majority of the Shareholders of the Corporation, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

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**ARTICLE X - Incorporator**

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

Name

Address

SAMUEL F. NIXON, III

32615 U.S. 19, Suite 4  
Palm Harbor, FL 34684

**ARTICLE XI - Initial Registered Office and Registered Agent**

The initial Registered Agent and its address at the Registered Office of the Corporation is:

SAMUEL F. NIXON, III, 32615 U.S. 19, Suite 4, Palm Harbor, FL 34684.

**Acknowledgment of Registered Agent**

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

SAMUEL F. NIXON, III

By: Sam F. Nixon

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 20 day of January, 1998.

SAMUEL F. NIXON, III

By: Sam F. Nixon

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of January, 1998, by SAMUEL F. NIXON, III, who is personally known to me or who produced Florida Drivers License as identification.

My commission expires:



Diane A. Britton  
MY COMMISSION # CC650012 EXPIRES  
May 22, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

Diane A. Britton  
Notary Public

Diane A. Britton  
Printed or Stamped Name of Notary