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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: INCORPORATORS PLUS, INC.

ACCT#: 105114002375

CONTACT: MICHAEL HELLER

PHONE: (954)475-8484

FAX #: (954)475-1125

NAME: VERICORP, INC.

AUDIT NUMBER.....H98000001340

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

CERT. OF STATUS..0 PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1998

INCORPORATORS PLUS INC

SUBJECT: VERICORP, INC.
REF: W98000001461

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Sharon Tala
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000001340

ARTICLES OF INCORPORATION
OF
VERICORP, INC.

The undersigned incorporate to those Articles of Incorporation a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME:

The name of the corporation is:

VERICORP, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS:

The general nature of the business to be transacted by this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of voting common stock having a par value of One (\$1.00) Dollar per share. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE:

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE:

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

Registered Agent - KING WARD
VERICORP, INC.
351 SO. CYPRESS RD., #400
POMPANO BEACH, FL 33060

Registered/Corporate Office -POMPANO BEACH, FL 33060

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, FL 33322
(954) 475-8484

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ARTICLE VI. BOARD OF DIRECTORS:

This Corporation shall have ONE (1) Directors initially. The number of Directors may be increased or diminished from time by bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTOR:

KING WARD
351 SO. CYPRESS RD. #400
POMPANO BEACH, FL 33060


Signature

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR:

The name and street address of the corporation signing these Articles of Incorporation as the Incorporator is.

KING WARD
351 SO CYPRESS RD., #400
POMPANO BEACH, FL 33060

ARTICLES IX. CONFLICT OF INTEREST:

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or Directors of this Corporation are officers or Directors of the said other corporation, or by reason of the fact that one or more of the officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

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ARTICLE X. AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the following Articles of Incorporation this 20 day of JANUARY, 1988.

CORPORATE NAME;

VERICORP, INC.

BY: [Signature]

STATE OF FLORIDA)

) SS#

COUNTY OF Sumter)

BEFORE ME, a Notary Public, personally appeared [Signature] the President of VERICORP, INC. to be known to be the corporation described as Incorporator and the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he or she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at

Sumter, Florida, this 20 day of

January, 1988.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA at LARGE



LAURIE J. MAURER
COMMISSION # CC 370888
EXPIRES MAY 6, 1998
Bonded Through
AN INSURANCE SERVICES

My commission expires: 5/6/98

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

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Sections:

That **VERICORP, INC.** desiring to organize under the laws of the State of Florida has named **KING WARD** as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said act relative to keeping open said office.

Dated this 70 day of January 1998

Name: KING WARD

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