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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: VP WAREHOUSE WEST, INC.

AUDIT NUMBER.....H98000005329

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION ^{EFFECTIVE DATE} 3-12-98

(4)
H98000005329 OF

VP WAREHOUSE WEST, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the Corporation is VP WAREHOUSE WEST, INC. (the "Corporation").

SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o Broad and Cassel, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.

FIFTH: The name and address of the incorporator of the Corporation is: Bernardo Kopel, 2740 N.W. 112 Avenue, Miami, FL 33172.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

PREPARED BY:
Marwin S. Cassel
Florida Bar Number 0012713
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400

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Bernardo Kopel
2740 N.W. 112 Avenue
Miami, FL 33172

EIGHTH: The corporate existence of the Corporation shall commence on March 12th, 1998.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of March, 1998.


BERNARDO KOPEL, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Martha Freeman
Martha Freeman, Assistant Secretary

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