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KORN & ZEHMER, P.A.

ATTORNEYS AT LAW
JACKSONVILLE, FLORIDA

PLEASE REPLY TO:
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JACKSONVILLE, FLORIDA 32255-0700
TELEFAX (904) 296-0384

SUITE 200, SOUTHPOINT BUILDING
6620 SOUTHPOINT DRIVE, SOUTH
JACKSONVILLE, FLORIDA 32216
TELEPHONE (904) 296-2111

June 4, 1998

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399

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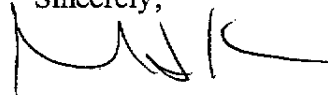
Re: VTAC SOLUTIONS, INC.

Ladies and Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation and Registered Agent Designation for the above-named corporation. Also, a check in the sum of \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$52.50 for a certified copy of the foregoing.

Please file the enclosed originals and return certified copies to the undersigned in the enclosed, self-addressed Federal Express envelope (to be charged to our firm account). Your prompt attention to this matter is greatly appreciated.

Sincerely,



Michael J. Korn

Enclosures
VTACL6.4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

VTAC SOLUTIONS, INC.

ARTICLE I

The name of this corporation is: VTAC SOLUTIONS, INC. The principal office of the corporation is located at 109 Overlook Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The total number of authorized shares of the capital stock of this corporation is Ten Thousand (10,000) shares, of a single class of voting common stock, all of which shall have a par value of One Dollar (\$1.00) each. Each issued and outstanding share of common stock shall be entitled to one vote.

ARTICLE IV

This corporation shall have perpetual existence. The existence of this corporation shall begin as of the date of the filing of these articles.

ARTICLE V

The number of directors that the corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. Initially, there shall be three (3) directors.

ARTICLE VI

The name and post office address of the first directors of the corporation, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

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Names

Post Office Address

Joe Vasconcellos

109 Overlook Drive
Ponte Vedra Beach, Florida 32082

Tom Andreu

110 Granada Lane
Ponte Vedra Beach, Florida 32082

Vincent Coppola

1780 Greenridge Circle East
Jacksonville, Florida 32259

ARTICLE VII

The name and post office address of the incorporator of this corporation is as follows:

Name

Post Office Address

Joe Vasconcellos

109 Overlook Drive
Ponte Vedra Beach, Florida 32082

ARTICLE VIII

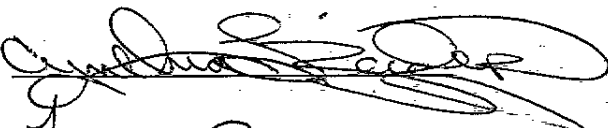
The street address of the initial registered office of this corporation is 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Michael J. Korn.

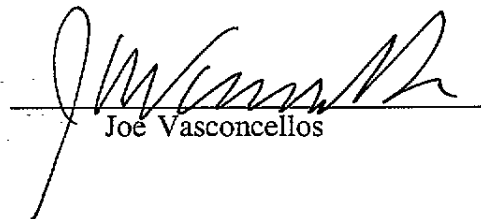
ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this ____ day of June, 1998.

Signed, sealed and delivered
in the presence of:



Cynthia Bernhard

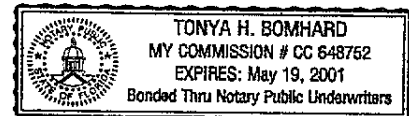

Joe Vasconcellos

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

BE IT REMEMBERED that on this 4th day of June, 1998, personally came before me, Joe Vasconcellos, who is personally known by me, and who is the incorporator of the foregoing Articles of Incorporation and acknowledged that he signed said Articles as his act and deed on behalf of VTAC SOLUTIONS, INC., and that the facts therein stated are truly set forth.
~~FL Drivers License V2S2-421-51-141-6~~

GIVEN under my hand and seal of office the day and here aforesaid.


Print Name: Tonya Bomhard
Notary Public, State of Florida at Large
My Commission Expires:
My Commission No.:




**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That VTAC SOLUTIONS, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Ponte Vedra Beach, St. Johns County, State of Florida, has named Michael J. Korn, 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216, as its agent to accept service of process within this state.

VTAC SOLUTIONS, INC.

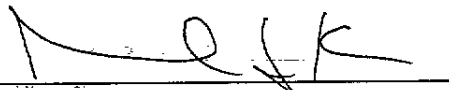
6-4-98
Date


By: Joe Vasconcellos
Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

6/4/98
Date


Michael J. Korn

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