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**Weathers & Knapp**

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VIVIAN M. KNAPP, P.A.\*  
ELLIOT J. GOLDSTEIN

FRANK W. WEATHERS  
OF COUNSEL

\*MEMBER FLORIDA AND  
NEW JERSEY BAR

June 3, 1998

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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--06/08/98--01083--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: **V.R. Properties, Inc.**

Dear Sir or Madam:

Enclosed for filing, please find Articles of Incorporation for the above-referenced corporation.  
Also enclosed is our check in the amount of \$70 for your fee.

If you have any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,

*Sandy Bergemann*

Sandy Bergemann  
Legal Assistant

/sb  
Enclosures

FILED  
98 JUN -8 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9N 611-98

**ARTICLES OF INCORPORATION**

**OF**

**V. R. PROPERTIES, INC.**

**ARTICLE I - NAME**

The name of this corporation is V. R. PROPERTIES, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated after Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 50 shares of Ten Dollar (\$10.00) par value common stock which shall be designated as "Common Shares".

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal offices of this corporation is 1860 Forest Hill Boulevard, Suite 207, West Palm Beach, Florida 33406, West Palm Beach, Florida 33414, and the name of the initial registered agent of this corporation at that address is Vivian M. Knapp.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one (1) director nor more than five (5). The name and address of the initial Board of Directors of the corporation is:

Vivian M. Knapp  
1860 Forest Hill Boulevard, Suite 207, West Palm Beach, Florida 33406.  
Director and Vice President

Ray Wible  
249 Ashworth Street  
West Palm Beach, Florida  
President - Secretary

**ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporator signing these Articles is Vivian M. Knapp,  
1860 Forest Hill Boulevard, Suite 207, West Palm Beach, Florida 33406.

**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or  
director, to the full extent permitted by law.

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these  
Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of  
Directors, and any right conferred upon the shareholders is subject to this reservation.

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF PALM BEACH )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared VIVIAN M. KNAPP, who produced Florida Driver's License No. personally known as identification, did not take an oath and is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF I have set my hand and seal in the State and County set forth above, this 2nd day of June, 1998.

Sandra S. Bergemann  
Notary Public, State of Florida

My Commission expires:

(SEAL)



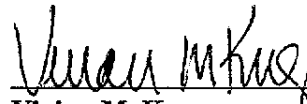
SANDRA S BERGEMANN  
My Commission CC401993  
Expires Aug. 21, 1998  
Bonded by HAI  
800-422-1555

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITH FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with 48.091 and 607.034, Florida Statutes, the following is submitted:

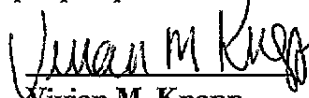
V. R. PROPERTIES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1860 Forest Hill Boulevard, Suite 207, West Palm Beach, Florida 33406, has named Vivian M. Knapp, 1860 Forest Hill Boulevard, Suite 207, West Palm Beach, Florida 33406 as its agent to accept service of process within Florida.

DATED: June 1 1998

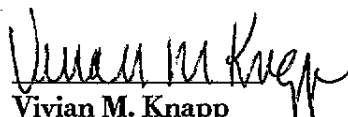
  
Vivian M. Knapp  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named corporation, at the place designed in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Vivian M. Knapp  
Registered Agent

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on the 1<sup>st</sup> day of June, 1998.

  
Vivian M. Knapp  
Incorporator