

P98000053081



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845530 7137402

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : June 5, 1998

ORDER TIME : 11:27 AM

ORDER NO. : 845530-005

CUSTOMER NO: 7137402

CUSTOMER: Glee Triplett, Esq
GLEE A. TRIPLETT, ATTORNEY

16 Blackland Road, N.w.

Atlanta, GA 30342

800002549238--2

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DIVISION OF CORPORATIONS
98 JUN -5 AM 8:51

DOMESTIC FILING

NAME: ~~VM INCORPORATED~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

2544
W98-12982

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DIVISION OF CORPORATIONS
6/15/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATION

June 12, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: VM PROPERTIES, INC.
Ref. Number: W98000012982

RESUBMIT

Please give original
submission date as file date.

We have received your document for VM PROPERTIES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00032970

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
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June 5, 1998

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TALLAHASSEE, FL 32301

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Claretha Golden
Document Specialist

Letter Number: 298A00031961

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

**ARTICLES OF INCORPORATION
OF
VEM PROPERTIES, INC.**

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DIVISION OF CORPORATIONS
98 JUN -5 AM 8:51

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

Article I

The name of the corporation shall be: VEM PROPERTIES, INC. (the "Corporation").

Article II

The principal place of business and mailing address of the Corporation is:

8254 N. W. 14th Street
Miami, Florida 33126

Article III

The number of shares that the Corporation is authorized to issue is 500 shares of common stock, all of which are of a par value of \$0.01 each and are of the same class.

Article IV

The name and street address of the initial registered agent of the Corporation are:

Victor Matos
8254 N. W. 14th Street
Miami, Florida 33126

Article V

The duration of the Corporation shall be perpetual.

Article VI

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders, or disinterested

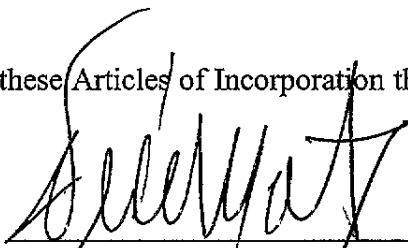
directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article VII

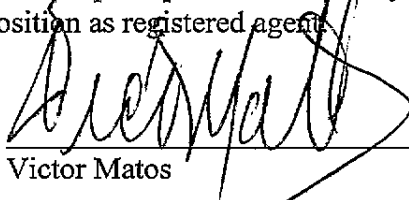
The name and address of the incorporator are as follows:

Victor Matos
8254 N. W. 14th Street
Miami, Florida 33126

The undersigned incorporator has executed these Articles of Incorporation this 3 day of June, 1998.


Victor Matos, Incorporator

Having been named as registered agent and to accept service of process for the above - named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Victor Matos

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