

TRANSMITTAL LETTER

P98000063744

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

SUBJECT: Vestar Capital Corporation
(Proposed corporate name - must include suffix)

200002591622--0
-07/17/98--01047--003
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: George Ecker
Name (Printed or typed)

1007 N. Federal Hwy #103
Address

Ft. Lauderdale FL 33304
City, State & Zip

561 367 0600
Daytime Telephone number

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98 JUL 17 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 21 1998

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
VESTAR CAPITAL CORPORATION.**

ARTICLE I - NAME

The name of this Corporation shall be VESTAR CAPITAL CORPORATION, a Florida corporation ("Corporation").

ARTICLE II - DURATION

This Corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Incorporation, this Corporation is organized for each and every legal and lawful purpose for which a Corporation may be organized under Florida law. Except as restricted by these Articles of Incorporation, this Corporation shall have and may exercise all powers and rights which a Corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) Shares of One Dollar (\$1.00) Par Value Common Stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation is 1007 N. Federal Highway, Suite 103, Fort Lauderdale, Florida 33304.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this Corporation are:

George M. Ecker
1007 N. Federal Highway, Suite 103
Fort Lauderdale, Florida 33304.

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have an initial Board of Directors consisting of one (1) Director. The initial director shall be George M. Ecker. The number of Directors may be changed from

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time to time by the Bylaws of the Corporation, provided that the Board of Directors shall at all times have no less than one (1) director and no more than three (3) directors.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

George M. Ecker
1007 N. Federal Highway, Suite 103
Fort Lauderdale, Florida 33304.

ARTICLE IX - BYLAWS

The Bylaws of this Corporation may be adopted, amended, altered or repealed by the Board of Directors.

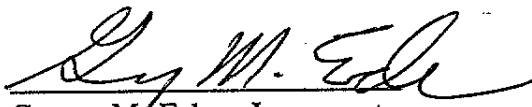
ARTICLE X - INDEMNIFICATION

This Corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XI - AMENDMENT

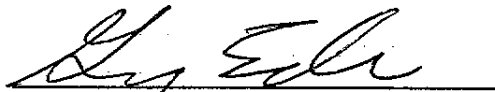
This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation by majority vote of the shareholders of the Corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

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


George M. Ecker, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: JULY 13, 1998



GEORGE ECKER, PRESIDENT

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