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Jean Riese, C.P.A., P.A.
2920 W. Airport Blvd.
Sanford, Fl 32771

(407) 324-3297

Fax (407) 324-3297

Date: September 22, 1998

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of VNW, INC. Also find enclosed a check made payable to the Secretary of State for \$122.50 that includes the statutory filing fee. Your assistance in establishing the corporation known as VNW, INC. is appreciated.

Respectfully;



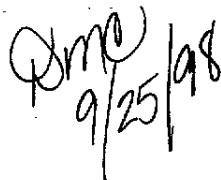
Jean Riese, CPA

JR/dk

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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**ARTICLES OF INCORPORATION
OF
VNW, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is: VNW, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation shall have authority to issue is 1,000 of the par value of one dollar (\$1) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000 consisting of money, labor done or property actually received.

ARTICLE SIX

The number of directors constituting the initial board of directors is two, and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Mailing Address

Michael D. Whisler

4006 S. Semoran Blvd.,
Orlando, FL 32822

Francis M. Whisler

4006 S. Semoran Blvd.,
Orlando, FL 32822

ARTICLE SEVEN

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE EIGHT

The street address of its initial registered office is: 4006 S. Semoran Blvd., Orlando, FL 32822 and the name of its initial registered agent at such address is: Michael D. Whisler.

ARTICLE NINE

The principal office is at 4006 S. Semoran Blvd., Orlando, FL 32822 and the mailing address is 4006 S. Semoran Blvd., Orlando, FL 32822.

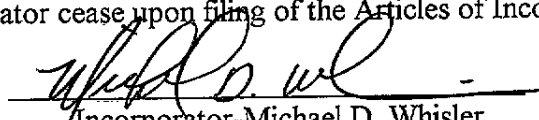
ARTICLE TEN

The name and address of the incorporator is:

Name	Mailing Address
Michael D. Whisler	4006 S. Semoran Blvd. Orlando, FL 32822

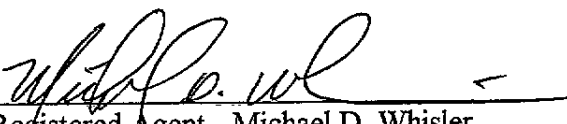
ARTICLE ELEVEN

The powers of the incorporator cease upon filing of the Articles of Incorporation.


Incorporator-Michael D. Whisler

ACKNOWLEDGMENT

Having been named as the Registered Agent for VNW, Inc. at the place designed in said Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all applicable statutes relative to keeping open said office.


Registered Agent - Michael D. Whisler

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