

GUY T. RIZZO

ATTORNEY AT LAW

123 WISTERIA DRIVE

LONGWOOD, FLORIDA 32779

LONGWOOD, FL
407-774-8704

WINTER HAVEN, FL
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P98000091178

October 22, 1998

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-10/26/98--01060--006
****122.50 *****78.75

Re: VALUE MANAGEMENT SERVICES, INC.

Dear Sir:

Enclosed please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 for filing a receipt of a certified copy.

An envelope for the certified copy is enclosed for return.

Thank you.

Sincerely,

Guy T. Rizzo
GUY T. RIZZO

GTR:jp
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 AM 9:07

ARTICLES OF INCORPORATION

OF

VALUE MANAGEMENT SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 AM 9:07

The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

VALUE MANAGEMENT SERVICES, INC.

123 WISTERIA DRIVE - LONGWOOD, FL 32779

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV: TERM OF EXISTENCE.

This corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Guy T. Rizzo
114 Winter Ridge Drive
Winter Haven, FL 33881

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial Directors of this Corporation and their street addresses are:

Guy T. Rizzo, President
123 Wisteria Drive
Longwood, Fl 32779

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation as the incorporator is:

Guy T. Rizzo
114 Winter Ridge Drive
Winter Haven, FL 33881

ARTICLE IX. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 20 day of October, 1998.


GUY T. RIZZO

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared GUY T. RIZZO known to me to be the person described in and who executed the same, that I relied upon the following form of identification of the above named person: personally known and that an oath (was) (was not) taken.

---WITNESS my hand and official seal in the County and State aforesaid this 20 day of October, 1998.


Notary Signature

Joan M. Poe
Printed Notary Signature

(Notary Seal)



Joan M. Poe
MY COMMISSION # CC703876 EXPIRES
February 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: VALUE MANAGEMENT SERVICES, INC.
2. The name and address of the registered agent and office is:

GUY T. RIZZO
114 WINTER RIDGE DRIVE
WINTER HAVEN, FL 33881

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.


GUY T. RIZZO

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