

11/19/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: V.B.C.P. CORPORATION

AUDIT NUMBER.....H98000021710

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

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ARTICLES OF INCORPORATION
OF
V.B.C.P. CORPORATION

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

- FIRST: The name of the Corporation is V.B.C.P. CORPORATION (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 601 U.S. South Highway, No. One, Vero Beach, Florida 32965.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Jose A. Santos, Jr., Broad and Cassel, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have three directors initially and the number of directors may be increased from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors are as follows:

THIS DOCUMENT PREPARED BY:
JOSE A. SANTOS, JR., P.A.
Florida Bar Number 438870
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9467

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC., a
Florida corporation

By: Anna Salgado
Anna Salgado, Vice President

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