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LAW OFFICES OF
JOHN R. HOWES
A PROFESSIONAL ASSOCIATION
ATTORNEY & COUNSELOR AT LAW
TRIAL LAWYERS BUILDING - SUITE 4F
633 SOUTHEAST 3RD AVENUE
FORT LAUDERDALE, FLORIDA 33301

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MAILING ADDRESS:
POST OFFICE BOX 697
FT. LAUDERDALE, FLORIDA 33302

June 10, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box #6327
Tallahassee, FL 32314

500002903205--4
-06214/99--01048--002
****122.50 *****78.75

RE: V & D HOLDINGS, INC.

Dear Sirs:

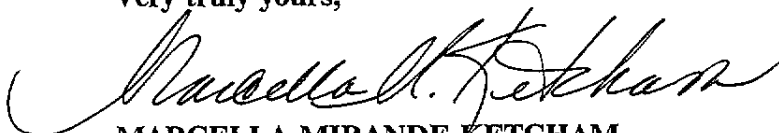
Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Please return one (1) set to the undersigned indicating that the Articles of Incorporation were filed with your office. A stamped, self-addressed envelope has been enclosed for your convenience, along with a check in the amount of \$122.50 to cover the filing fee for this corporation.

If you should have any questions regarding this matter, please do not hesitate to contact our office.

Thanking you in advance for your cooperation in this matter.

Very truly yours,


MARCELLA MIRANDE-KETCHAM
Paralegal for the Firm

MMK
Enclosures

FILED
99 JUN 14 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
V & D HOLDINGS, INC.

THE undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

V & D HOLDINGS, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

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99 JUN 14 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock in this corporation is authorized to have outstanding at any time is ONE HUNDRED SHARES of common stock, having a par value of TEN DOLLARS (\$10.00) per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be: **V & D HOLDINGS, INC.**, having its principal place of business at: 8580 STATE ROAD 84, DAVIE, FLORIDA 33324.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, as the said corporation may desire.

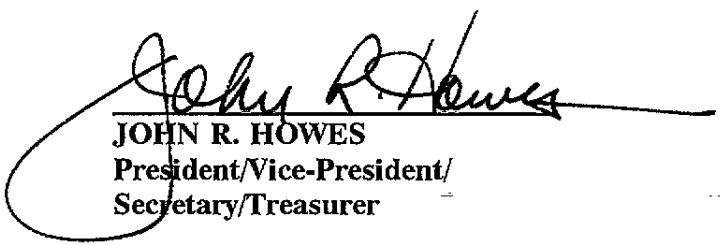
ARTICLE VII

DIRECTORS: This corporation shall have ONE (1) Directors initially; the number

of Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than ONE (1)). The corporation shall indemnify any officer or director, or any former officer or director, for any expenses, costs or fees incurred in furtherance of corporate matters to the full extent permitted by law.

ARTICLE VIII

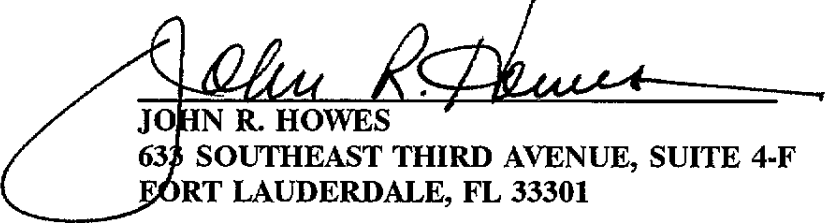
DIRECTORS: The names and addresses of the first Board of Directors and Officers of these Articles of Incorporation are as follows:



JOHN R. HOWES
President/Vice-President/
Secretary/Treasurer

ARTICLE IX

INCORPORATORS: The Names and Addresses of the Incorporators are:



JOHN R. HOWES
633 SOUTHEAST THIRD AVENUE, SUITE 4-F
FORT LAUDERDALE, FL 33301

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 stockholders meeting by a majority of the

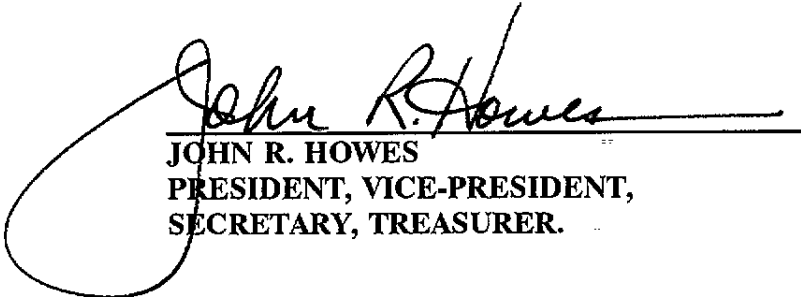
stockholders entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT: That JOHN R. HOWES, is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida. The address for process is: 633 SOUTHEAST 3RD AVENUE, SUITE 4-F, FORT LAUDERDALE, FL 33301.

ACKNOWLEDGMENT

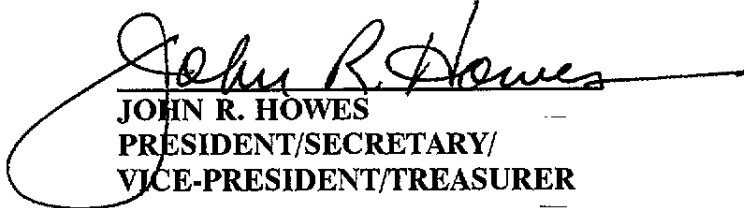
Having been named to accept service of process for: V & D HOLDINGS, INC., the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



JOHN R. HOWES
PRESIDENT, VICE-PRESIDENT,
SECRETARY, TREASURER.

WE, THE UNDERSIGNED, being the original Subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file

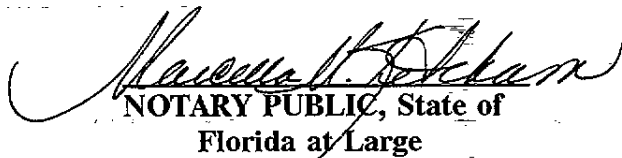
this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set our hands and seal this _____ day of JUNE, 1999.


JOHN R. HOWES
PRESIDENT/SECRETARY/
VICE-PRESIDENT/TREASURER

STATE OF FLORIDA)
 ss
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared: JOHN R. HOWES, who provided to me personal identification verifying that he is the person who subscribed to the foregoing Articles of Incorporation, and he has acknowledged to me that he did subscribe thereto for the uses and purposes therein mentioned and set forth.

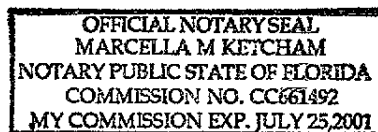
10th WITNESS my hand and official seal in the State and County above set forth this day of JUNE, 1999.


NOTARY PUBLIC, State of
Florida at Large

Printed Name of Notary:
Marcella M. Ketcham

NOTARY PUBLIC

MY COMMISSION EXPIRES:



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