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SOUTHCAP PROPERTIES, INC.

2359 TREASURE ISLE DRIVE, A-39 ♦ PALM BEACH GARDENS, FL 33410

August 31, 1999

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

100002978461--7
-09/03/99-01068-014
*****78.75 *****78.75

Dear Sir:

Enclosed please find the articles of incorporation and the designation of registered agent for a newly formed company named VG SOUTHCAP PROPERTIES, INC. Please process this registration and send return to me a certified copy of the certificate of good standing.

The following fees are enclosed:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy of Certificate of Good Standing	\$8.75
Total	\$78.75

FILED
99 SEP -3 PM 1:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Please return the copies to me at:

2359 Treasure Isle Drive, #39
Palm Beach Gardens, FL 33410

Thank you for your assistance.

Sincerely,


Glenn R. Weller

PH 9/10/99 ✓

**ARTICLES OF INCORPORATION
OF
VG SOUTHCAP PROPERTIES, INC.**

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be VG SOUTHCAP PROPERTIES, INC.

ARTICLE II

The principal office of the Corporation is located at 2359 Treasure Isle Drive, A39, Palm Beach Gardens, Florida 33410 and mailing address of the Corporation is 2359 Treasure Isle Drive, A39, Palm Beach Gardens, Florida 33410.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue Ten Thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is 2359 Treasure Isle Drive, A39, Palm Beach Gardens, Florida 33410; and the initial Registered Agent of this Corporation at that address is Glenn R. Weller.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is two (2), whose names and addresses are as follows:

GLENN R. WELLER
2359 Treasure Isle Drive, #A39
Palm Beach Gardens, FL 33410

GARY MYERS
13141 NW 19th Place
Gainesville, FL 32606

ARTICLE VIII

The name and address of the Incorporator is as follows:

GLENN R. WELLER
2359 Treasure Isle Drive, #39
Palm Beach Gardens, FL 33410.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

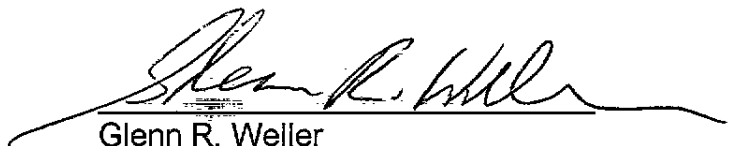
ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

ARTICLE XI PREEMPTIVE RIGHTS

The Shareholders of the Corporation have a preemptive right to acquire proportional amounts of the Corporation's unissued and/or treasury shares upon the decision of the Board of Directors to issue and/or transfer additional shares.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of VG SOUTHCAP PROPERTIES, INC. for the uses and purposes aforesaid this 31st day April of 1999.


Glenn R. Weller

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

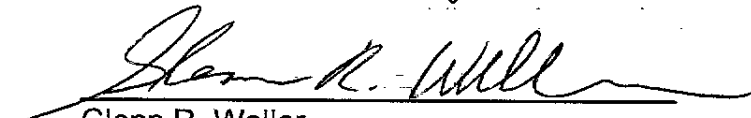
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that VG SOUTHCAP PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 2359 Treasure Isle Drive, #39, Palm Beach Gardens, County of Palm Beach, State of Florida, has named Glenn R. Weller as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at 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 except the obligations of my position as registered agent.

DATED this 31st day of August, 1999.



Glenn R. Weller
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA