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**KURT ANDREW SIMPSON**  
*A PROFESSIONAL ASSOCIATION*  
**ATTORNEYS AT LAW**

**P99000087059**

September 24, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500002998845--3  
-09/28/99-01027--007  
\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation of **VI N' I, INC.** Also, enclosed is my firm's check in the amount of \$122.50 representing the filing fee for the Articles of Incorporation.

Would you be kind enough to return a certified copy of the Articles of Incorporation to my attention at your early convenience.

Thanking you for your every assistance in this matter I am,

Sincerely yours,

**KURT ANDREW SIMPSON,**  
**A Professional Association**

  
**KURT ANDREW SIMPSON**

**FILED**  
**99 SEP 28 PM 2:39**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

KAS/kas  
Enclosures

*1/24/99*

**ARTICLES OF INCORPORATION**

**OF**

**Vi N' I, INC.**

The undersigned, acting as Incorporators of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

**FIRST**

The name of the Corporation is: **Vi N' I, INC.**

**SECOND**

The period of duration of the Corporation is perpetual.

**THIRD**

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of this State.

**FOURTH**

The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue: 1,000 shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of \$1.00 per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

Classes of Stock: The shares of stock of the Corporation are not to be divided into classes.

No Shares in Series: The Corporation is not authorized to issue shares in series.

**FIFTH**

The initial street address in Florida of the initial principle office of the Corporation is 1639 Sea Oats Drive, Atlantic Beach, Florida 32233, and the name of the initial Registered Agent is JAMES E. HARRISON, whose address is 1639 Sea Oats Drive, Atlantic Beach, Florida 32233.

**SIXTH**

The initial Board of Directors shall consist of two members who need not be residents of the State of Florida nor a Shareholder of the Corporation.

#### **SEVENTH**

The names and addresses of the persons who shall serve as the Directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified are as follows:

James E. Harrison	1639 Sea Oats Drive Atlantic Beach, FL. 32233
Viva F. Harrison	1639 Sea Oats Drive Atlantic Beach, FL. 32233

#### **EIGHTH**

The names and addresses of the initial Incorporators are as follows:

James E. Harrison	1639 Sea Oats Drive Atlantic Beach, FL. 32233
Viva F. Harrison	1639 Sea Oats Drive Atlantic Beach, FL. 32233

#### **NINTH**

The names and addresses of the persons who shall serve as the Officers until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified are as follows:

James E. Harrison President/Treasurer	1639 Sea Oats Drive Atlantic Beach, FL. 32233
Viva F. Harrison Vice-President/Secretary	1639 Sea Oats Drive Atlantic Beach, FL. 32233

#### **TENTH**

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

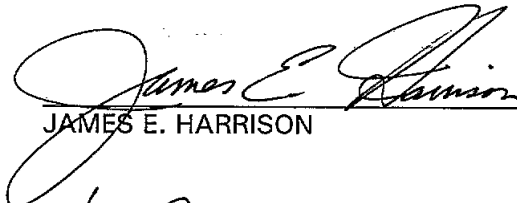
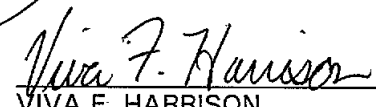
#### **ELEVENTH**

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

#### **TWELFTH**

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

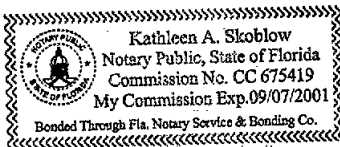
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 23rd day of SEPTEMBER, 1999.

  
JAMES E. HARRISON  
  
VIVA F. HARRISON

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared JAMES E. HARRISON, who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville Beach, Duval County, Florida, this 23rd day of SEPTEMBER, 1999.

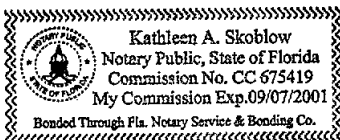


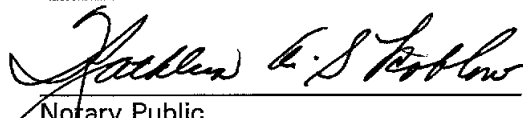
  
Notary Public

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared VIVA F. HARRISON, who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that she did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

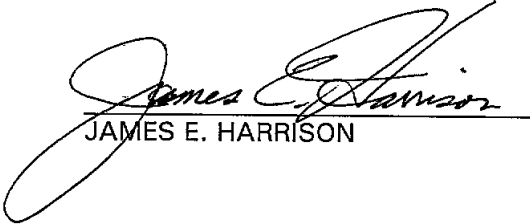
IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville Beach, Duval County, Florida, this 23rd day of SEPTEMBER, 1999.



  
Notary Public

**ACCEPTANCE**

I, the undersigned, being a citizen of Atlantic Beach, Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

  
JAMES E. HARRISON

FILED  
99 SEP 28 PM 2:39  
STATE  
TALLAHASSEE, FLORIDA