

P 99000088690

GATLIN & BIRCH, P.A.
ATTORNEYS AT LAW

C. ELMON GATLIN
DEAN W. BIRCH
BRETT WADSWORTH

OF COUNSEL:
DAVID M. GEORGE

99 OCT - 4 AM 11:28
FILED
DIXON BUILDING
629 TWIGGS STREET
TAMPA, FLORIDA 33602
TELEPHONE (813) 229-8561
FAX (813) 229-0422
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 22, 1999

Department of State
Division of Corporations
Old Jail
409 E. Gaines St.
Tallahassee, FL 32301

500003003985--18
-10/04/99--01080--002
*****78.75 *****78.75

Re: Incorporation of VCL Enterprises, Inc

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of VCL Enterprises, Inc., along with a check in the amount of \$78.75. The check is to cover the filing fee and a certified copy of the Articles of Incorporation.

If you have any questions, please feel free to contact our office.

Sincerely yours,

GATLIN & BIRCH, P.A.

Dean W. Birch

DEAN W. BIRCH, ESQUIRE

DWB/cdh

Enclosures: Check #0905
Articles of Incorporation

cc: Ms. Vivian Lewis

art-sta.ltr (10/14/96)

99 OCT - 4 AM 11:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER OCT 7 1999

ARTICLES OF INCORPORATION

OF

VCL ENTERPRISES, INC.

FILED
99 OCT -4 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is VCL ENTERPRISES, INC.

ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Secretary of State.

ARTICLE 3 - PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE 5 - REGISTERED OFFICE AND AGENT

That the name of the corporation's initial registered agent is VIVIAN C. LEWIS, and the initial street address of the corporation's registered agent is 27105 DAYFLOWER BLVD., WESLEY CHAPEL, FLORIDA 33544.

ARTICLE 6 - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is ONE (1). The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than ONE (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME:

ADDRESS:

VIVIAN C. LEWIS

27105 DAYFLOWER BLVD, WESLEY
CHAPEL, FLORIDA 33544

The directors shall be elected by a vote of the shareholders using the same shareholder quorum and voting as is provided for regular actions of the shareholders, and not by a plurality of the votes cast by the shareholders.

ARTICLE 7 - PRINCIPAL OFFICE

The principal office of the corporation, for the time being and until changed, is 27105 DAYFLOWER BLVD, WESLEY CHAPEL, FLORIDA 33544.

ARTICLE 8 - INCORPORATORS

The name and address of each incorporator is:

NAME:

ADDRESS:

VIVIAN C. LEWIS

27105 DAYFLOWER BLVD, WESLEY
CHAPEL, FLORIDA 33544

ARTICLE 9 - SHAREHOLDER QUORUM AND VOTING

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. If a quorum is present, action on a matter shall be deemed approved if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required in the Articles of Incorporation. Except as may be otherwise provided in these Articles of Incorporation or by F.S. §607.0721, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

ARTICLE 10 - BOARD OF DIRECTORS QUORUM AND VOTING

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

ARTICLE 11 - RIGHT TO REDEEM

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

ARTICLE 12 - COMPENSATION OF OFFICERS

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

ARTICLE 13 - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with law and the provisions set forth within the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this 22ND day of SEPTEMBER, 1999.

Vivian C. Lewis
VIVIAN C. LEWIS - INCORPORATOR

REGISTERED AGENT ACCEPTANCE

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

Vivian C. Lewis
VIVIAN C. LEWIS - REGISTERED AGENT

art-inc.frm

FILED
99 OCT -4 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA