

99000096822



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 457121 7132640

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 78.75

ORDER DATE : November 3, 1999

ORDER TIME : 10:48 AM

ORDER NO. : 457121-005

9900003033659-19

CUSTOMER NO: 7132640

CUSTOMER: Amy Lewis Bergen, Esq
BUCHANAN INGERSOLL, P.C.
BUCHANAN INGERSOLL, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: VMG TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 PM 1:48

RECEIVED
99 NOV -3 AM 10:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV -3 PM 1:49

ARTICLES OF INCORPORATION
OF
VMG TECHNOLOGIES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: VMG Technologies, Inc.

The address of the principal office of this corporation shall be 11300 4th Street North, Suite 200, St. Petersburg, Florida 33716, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock having a \$.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the corporation at that address is Linda L. Fleming, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Linda L. Fleming, Esq.
401 East Jackson Street
Suite 2500
Tampa, Florida 33602

ARTICLE VII. NUMBER OF DIRECTORS

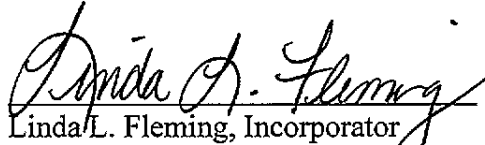
The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than four (4), the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The name and street addresses of the members of the initial Board of Directors of this corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his or her successors are elected are as follows:


M. Steven Sembler	11300 4th Street North Suite 200 St. Petersburg, FL 33716
Darian Johnson	11300 4th Street North Suite 200 St. Petersburg, FL 33716
Chris Ruppel	11300 4th Street North Suite 200 St. Petersburg, FL 33716
Andrew Cohen	11300 4th Street North Suite 200 St. Petersburg, FL 33716

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of November, 1999.


Linda L. Fleming, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.: LINDA L. FLEMING IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, F.S.

DATED: November 2, 1999


Linda L. Fleming, Registered Agent

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99 NOV -3 PM 1:49