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Williams Reed Weinstein
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V Stephen Cohen
David S Jennis
Ralph P Mangione
Aminie Mohip
R Marshall Rainey
James M Reed
Ricardo A Rolg

EFFECTIVE DATE
8/8/95

August 9, 1995

William J Schifino, Jr
Scott L Steady
Russell S Thomas
Kenneth G Turkel
Beatriz M Carta Wagman
David B Weinstein
Robert V Williams

VIA UPS OVERNIGHT

Secretary of State
Division of Corporations
Corporate Charter Section
409 E. Gaines Street
Tallahassee, Florida 32399

7000001557497
-08/10/95--01049--011
***122.50 ***122.50

Re: VPE, Inc.

Dear Sir/Madame:

Attached are an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file these articles and return a certified copy to our office.

Enclosed is a check in the amount of \$122.50 to cover expenses as follows:

| | |
|----------------------|----------------|
| FILING FEE | \$35.00 |
| REGISTERED AGENT FEE | \$35.00 |
| CERTIFIED COPY | <u>\$52.50</u> |
| TOTAL | \$122.50 |

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

Aminie Mohip
Aminie Mohip

8/11/95
JR

AM/lmp

Enclosures

EFFECTIVE DATE
8/14/95

**ARTICLES OF INCORPORATION
OF
VPE, Inc.**

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

**ARTICLE ONE
NAME AND MAILING ADDRESS OF CORPORATION**

The name of this corporation is VPE, Inc. (the "Corporation"). The mailing address of the Corporation is One Tampa City Center, Suite 2600, Tampa, Florida 33602.

**ARTICLE TWO
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE THREE
CORPORATE EXISTENCE AND DURATION**

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is One Tampa City Center, Suite 2600, Tampa, Florida 33602, and the initial registered agent is Aminie Mohip, Esq. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

**ARTICLE FIVE
NAME AND ADDRESS OF INCORPORATOR**

The name and street address of the incorporator is Aminie Mohip, Esq., One Tampa City Center, Suite 2600, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of August, 1995.

Aminie Mohip
Aminie Mohip
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of August, 1995, by Aminie Mohip, who is personally known to me.

My commission expires:

Billi Johnson Griffin
Billi Johnson - Griffin
Notary Public - State of Florida



BILLI JOHNSON GRIFFIN
My Comm Exp. 4/02/98
Bonded By Service Ins
No. CC353553

Personally Known Otherwise

ACCEPTANCE BY REGISTERED AGENT

Aminie Mohip, having been designated to act as the registered agent of VPE, Inc., hereby agrees to act in that capacity.

Aminie Mohip
Aminie Mohip

WRN06PDD