

VESMARK, INC. 8308992

DUPLICATE

7192
33



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

YESPARK, INC.

has been duly incorporated under the laws of the State of Georgia on the **19th** day of **July**, 19 **83**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **19th** day of **July** in the year of our Lord One Thousand Nine Hundred and Eighty **Three** and of the Independence of the United States of America the Two Hundred and **Eight.**

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION

OF

VESMARK, INC.

ONE

The name of the corporation is:

"VESMARK, INC."

TWO

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

THREE

The corporation shall have perpetual duration.

FOUR

The corporation is organized as a corporation for profit for any lawful purpose or purposes not specifically prohibited to corporations under the applicable laws of the State of Georgia, including but not limited to providing consulting services for the acquisition, ownership, operation and management of real estate or other corporate enterprises, engaging in all activities appropriate for rendering such services, and engaging in any other lawful business as may, from time to time, be authorized by the Board of Directors. The corporation may also own property, real and personal, necessary or appropriate for the conduct of its business or businesses and may invest funds of this corporation in any type of investment.

In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Georgia and the objects and purposes herein set forth, it is expressly provided that to such extent as a corporation organized under the Georgia Business Corporation Code may now or hereafter lawfully do, the corporation shall have the power to do (either as principal or agent and either alone or in connection with other corporations, firms or individuals) all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the

accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or to exercise under the Georgia Business Corporation Code or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article Four shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers herein specified shall, except when otherwise provided in this Article Four, be in no wise limited or restricted by reference to, or inference from the terms of any provision of this or any other article of these Articles of Incorporation.

FIVE

The corporation shall have authority to be exercised by the Board of Directors to issue not more than Five Thousand (5,000) shares of common voting stock of One Dollar (\$1.00) par value.

SIX

No shareholder shall have the preemptive right to acquire unissued shares of the corporation.

SEVEN

The corporation shall be entitled to purchase its own shares out of its unreserved and unrestricted earned and capital surplus available therefor.

EIGHT

The corporation shall be entitled to distribute a portion of its assets to its shareholders out of capital surplus available therefor.

NINE

The corporation shall not commence business until it shall have received at least Five Hundred Dollars (\$500.00) in payment for the issuance of shares of stock.

TEN

The initial registered office of the corporation shall be at 5145 Hampton Lake Drive, N.E., ^{Cobb} Marietta, Georgia 30067. The initial registered agent of the corporation shall be Scott F. Orton.

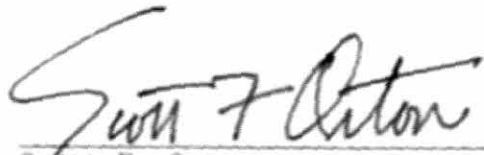
ELEVEN

The initial Board of Directors shall consist of one (1) member. The name and address of the Director is Scott F. Orton, 5145 Hampton Lake Drive, N.E., Marietta, Georgia 30067.

TWELVE

The name and address of the incorporator is Scott F. Orton, 5145 Hampton Lake Drive, N.E., Marietta, Georgia 30067.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation.



Scott F. Orton
Incorporator

CONSENT OF REGISTERED AGENT

Honorable Max E. Cleland
Secretary of State of Georgia
Corporations Department
Plaza Level West, Room 306
200 Piedmont Avenue, S.E.
Atlanta, Georgia 30334

Re: Consent to Appointment as Registered Agent
for Vesmark, Inc.

Dear Sir:

I, Scott F. Orton, do hereby consent to serve as registered agent for
Vesmark, Inc.

This 18th day of July, 1983.

Sincerely,



Scott F. Orton
5145 Hampton Lake Drive, N.E.
Marietta, Georgia 30067



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"VESMARK, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
7th day of July, in the year of our Lord
One Thousand Nine Hundred and Eighty Three and
of the Independence of the United States of America the Two
Hundred and Eight.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K9-700526
CONTROL NUMBER : J308992
DATE INCORPORATED: 07/19/1983
DATE DISSOLVED : 07/05/1999
EFFECTIVE DATE : 09/20/1999
REFERENCE : 0047
PRINT DATE : 09/27/1999
FORM NUMBER : 122

GAMBRELL & STOLZ
ATTN: MICHAEL SMITH
1000 ABERNATHY RD STE 1230
ATLANTA, GA 30328

CERTIFICATE OF REINSTATEMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

VESMARK, INC.
A DOMESTIC PROFIT CORPORATION

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State



Secretary of State
Cathy Cox

CORPORATIONS DIVISION
315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

K92700526

GAMBRELL & STOLZ/MICHAEL SMITH
1000 ABERNATHY RD.
NORTH PARK 400, STE. 1230
ATLANTA GA 30328

RESERVATION NUMBER: K91940286
CONTROL NUMBER : J308992
DATE DISSOLVED : 07/05/1999
TELEPHONE NUMBER : 404-656-2817
AMOUNT DUE : \$130.00
PRINT DATE : 07/13/1999
FORM NUMBER : 522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

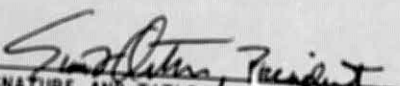
VESMARK, INC. A DOMESTIC PROFIT CORPORATION

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

VESMARK, INC.

This application must be accompanied by the annual registration coupon printed below and the amount due above which is the sum of the filing fee and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.


SIGNATURE AND TITLE

8/25/99
DATE

SECRETARY OF STATE
4 30 PM '99

GAMBRELL & STOLZ, L.L.P.

ATTORNEYS AT LAW

ONE PEACHTREE CENTER

SUITE 4300

303 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30308

404-577-6000

FAX 404-221-6501

INTERNET: lawfirm@gambrell.com

August 27, 1999

DAVID H. GAMBRELL
IRWIN W. STOLZ, JR.
BRYAN M. CAVAN
JON LEE ANDERSEN
JAMES R. MCGUONE
NEDOM A. HALEY
ROBERT G. BRAZIER
TOBIN N. WATT
GEORGE M. BOBO
WILLIAM C. TINSLEY II
HENRY B. LEVI
LEO J. FOGARTY
LINDA A. KLEIN
GARY A. BARNES
NANCY E. GORDON

WRITER'S DIRECT DIAL

404-5893403

MICHAEL M. SMITH
ANDREW H. PRUSSACK
VERLEY J. SPIVEY
ALVIN T. WONG
SEATON D. PURDOM
CHARLES B. FYKE, JR.
CHARLES N. BOWEN
JAMES A. NYSTROM
ANNA MARIE BACON-TINSLEY
SOPHIA L. HERBERT-PETERSON
RONALD C. MELCHER
VIPANJ B. PATEL
MICHELLE M. KENYON

*ADMITTED IN NEW YORK ONLY

NORTH PARK OFFICE
SUITE 1230, NORTH PARK 400 TOWER
1000 ABERNATHY RD., N.E.
ATLANTA, GEORGIA 30328

Secretary of State
Corporate Division
P.O. Box 105607
Atlanta, GA 30348-5607

Re: Vesmark, Inc.

Dear Madam:

Enclosed for filing is the Application for Reinstatement of a domestic corporation for the above referenced company. Also enclosed is a check payable to the Secretary of State in the amount of \$130.00. Please let me know if any additional information is needed to file the enclosed application.

Michelle Kenyon
Michelle Kenyon

SEP 20 4 30 PM '99
BSR (4)
SECRETARY OF STATE

mmk:kcs:encl.
cc: Mr. Scott Orton
Mr. John Thigpen