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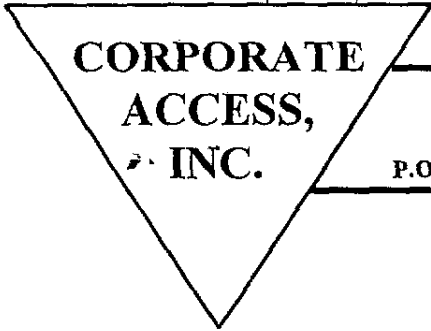
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236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Virtual Properties Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **Virtual Properties, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Wisconsin**

(State or country under the law of which it is incorporated)

3. **39-1830320**

(FEI number, if applicable)

4. **July 28, 1995**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **Upon Qualification**

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. **2979 Triverton Pike Drive, Suite 100, Madison, WI 53711-7505**

(Principal office address)

2979 Triverton Pike Drive, Suite 100, Madison, WI 53711-7505

(Current mailing address)

8. **Software application service provider and digital imagery services for real estate industry**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: **NRAI Services, Inc.**

Office Address: **526 East Park Avenue**

Tallahassee

(City)

, Florida **32301**

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

Charles A. Coyle

(Registered agent's signature) Charles A. Coyle - Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: **See Attached**

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: **Nancy S Zellmer**

Address: **2979 Triverton Pike Drive, Suite 100, Madison, WI 53711**

Vice President: **Janet L Stathas**

Address: **2979 Triverton Pike Drive, Suite 100, Madison, WI 53711**

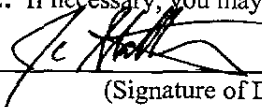
Secretary: **John C Stathas**

Address: **2979 Triverton Pike Drive, Suite 100, Madison, WI 53711**

Treasurer: **John C Stathas**

Address: **2979 Triverton Pike Drive, Suite 100, Madison, WI 53711**

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. **John C Stathas, Secretary/Treasurer and Director**
(Typed or printed name and capacity of person signing application)

**Virtual Properties, Inc.
Officers and Directors
As of March 3, 2004**

Officers

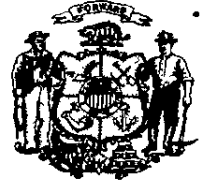
Nancy S. Zellmer, President	2979 Triverton Pike Drive, Suite 100,, Madison, WI 53711
Janet L. Stathas, Vice President	2979 Triverton Pike Drive, Suite 100,, Madison, WI 53711
Steven H. Rosenblum, Vice President	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711
James E. Zellmer, Vice President	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711
John C. Stathas, Secretary/Treasurer	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711

Directors

John C Stathas	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711
Janet L. Stathas	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711
Steven H. Rosenblum	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711
James E. Zellmer	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711
Nancy S. Zellmer	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711
Lynn M. Stathas	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711
William Steinberg	2979 Triverton Pike Drive, Suite 100, Madison, WI 53711

DOM
180 181 185

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

VIRTUAL PROPERTIES, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is July 28, 1995.

I further certify that the Articles of Incorporation filed on July 28, 1995 and Restated Articles of Incorporation filed on January 21, 2000 are the only charter documents on file with this department for said corporation.

I further certify that said corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on March 4, 2004.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: A handwritten signature in black ink, appearing to read "Cathy Mickelson".