

P 98000047315

Groundwerks Inc.
P.O. Box 3074
WinterPark, FL 32790-3074

400002523304 -- 6
-05/14/98--01048--003
*****70.00 *****70.00

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) ⁵
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
 98 MAY 27 AM 11:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten: 2553-505
 11246

F. CHESSER MAY 27 1998

Examiner's Initials	
---------------------	--



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
98 MAY 27 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 18, 1998

~~GROUNDWORKS INC~~ MERVYN CHEN
~~P.O. BOX 3074~~
~~WINTER PARK, FL 32790-3074~~ 1909 OAK HURST AVE

SUBJECT: VIACORP
Ref. Number: W98000011246

WINTER PARK FL 32789.

We have received your document for VIACORP and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 698A00027582

ARTICLE OF INCORPORATION
OF
VIACORP INC.

ARTICLE I
NAME

The name of this corporation is Viacorp. **INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per value common stock which shall be designated as the "Common Shares".

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS: INITIAL REGISTERED OFFICE AND
AGENT

The street address of the principal place of business and the initial registered office of the corporation is 1909 Oakhurst Ave, Winter Park, Florida 32789. The name of the initial registered agent of this corporation at that address is MERVYN CHEN.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

FILED
98 MAY 27 AM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation shall have an initial Board of Directors consisting of one(1) Director. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall never be less than one (1) director nor more than five (5) Directors. The name and address of the members of the initial Board of Directors of the corporation are:

Names
MERVYN CHEN

Address
1909 Oakhurst Ave
Winter Park, Florida 32789

ARTICLE VIII INCORPORATORS

The name and address of the Incorporator signing these articles is , whose address is 1909 Oakhurst Ave, Winter Park, Florida 32789.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the corporation to the full extent permitted by law.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision of these Article of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this ___ day of March , 1998



MERVYN CHEN,
INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN to and subscribed before me by MERVYN CHEN, who produced identification PERSONAL, Florida Drivers License, this 21 day of March 1998.



NOTARY PUBLIC
STATE OF FLORIDA

My commission expires '98
(stamp commissioned Name of Notary)



LESLIE L YATES
My Commission CC389658
Expires Jul. 04, 1998
Bonded by HAI
800-422-1555

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: VIACORP INC.

2. The name and address of the registered agent and office is:

MERVYN CHEN
(Name)
1909 DAICHURST AVE
(P.O. Box NOT acceptable)
WINTER PARK, FL 32789
(City/State/Zip)

FILED
98 MAY 27 AM 1:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE _____

DATE 5/20/98