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DIVISION OF CORRUPTION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 21, 1998

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: VIRGINIA CORPORATION  
Ref. Number: W98000023904

We have received your document for VIRGINIA CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 398A00051952

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
VIRGINIA HOLDINGS CORPORATION**

**ARTICLE I  
NAME**

The name of this Corporation is **VIRGINIA HOLDINGS CORPORATION** and its mailing address is c/o Carlos C. Lopez-Aguilar, Esq., 2300 Coral Way Suite 100, Miami, Florida 33145.

**ARTICLE II  
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is c/o Florida Annual Reporting, Inc., 2300 Coral Way, Suite 200, Miami, Florida 33145, and the name of the initial registered agent of this Corporation is Florida Annual Reporting, Inc.

ARTICLE VI  
INITIAL DIRECTORS

The Corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Carlos C. Lopez-Aguilar	2300 Coral Way Suite 100 Miami, Florida 33145

ARTICLE VII  
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII  
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX  
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible.

ARTICLE X  
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI  
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII  
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII  
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to

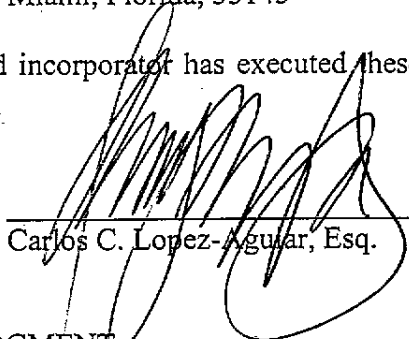
which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV  
INCORPORATOR

The name and address of the person signing these Articles is:

Carlos C. Lopez-Aguilar, Esq.                      2300 Coral Way, Suite 100  
Miami, Florida, 33145

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15 day of October, 1998.

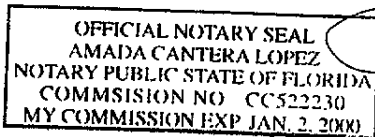
  
\_\_\_\_\_  
Carlos C. Lopez-Aguilar, Esq.

ACKNOWLEDGMENT

STATE OF FLORIDA                      )    On this the \_\_\_\_ day of October, 1998, before me, the  
  )    undersigned Notary Public of the State of Florida,  
COUNTY OF DADE                      )    personally appeared Carlos C. Lopez-Aguilar whose name  
  )    is subscribed to the within instrument, and  
NOTARY PUBLIC                            )    he acknowledges that he executed it.

SEAL OF OFFICE:

WITNESS my hand and official seal.



\_\_\_\_\_  
Print Name:

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

\_\_\_\_ Personally known to me, or  
\_\_\_\_ Produced identification: Florida Drivers' License #

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH**

That VIRGINIA HOLDINGS CORPORATION, desiring to organize under the laws of the State of Florida, has named FLORIDA ANNUAL REPORTING, INC. at 2300 Coral Way, Suite 200, Miami, Florida 33145, as its agent to accept service of process within this state.

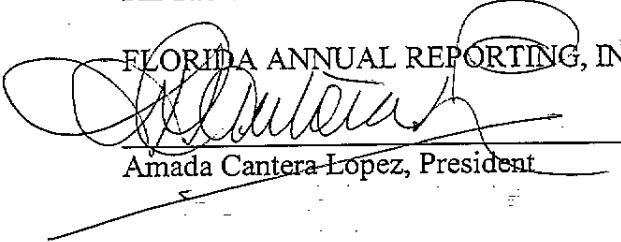
**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 15 day of October, 1998.

**REGISTERED AGENT:**

FLORIDA ANNUAL REPORTING, INC.

  
Amada Cantera Lopez, President

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DIVISION OF CORPORATIONS  
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