

F96000002421

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

600001822066
-05/15/96--01041--018
*****78.75 *****78.75

SUBJECT: VIRTUAL RESOURCES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CAROL GLATTSTEIN
(Name of Person)
VIRTUAL RESOURCES, INC
(Firm/Company)
555 SUN VALLEY DRIVE, SUITE N-1
(Address)
ROSWELL, GEORGIA 30075
(City/State/Zip)

95/15
96 MAY 13 AM 9:06
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

CAROL GLATTSTEIN at (770) 1645-0490
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

56 MAY 13 AM 9:06

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DIVISION OF CORPORATIONS

I, the undersigned JEFFREY LEE GLATTSTEIN, do hereby certify
that this Resolution of the Board of Directors of VIRTUAL RESOURCES, INC.

a corporation duly organized and existing under the laws of the State of GEORGIA,
was duly adopted on 7/12, 19 94.

Resolved, that VIRTUAL RESOURCES, INC., organized
and existing in the State of GEORGIA, hereby adopts the
name VIRTUAL RESOURCES OF GEORGIA, INC.
for use in Florida.

Dated: 4-24-96

[Signature]
Signature of at least one director

INHS19(3/95)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN 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 RESOURCES, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. GEORGIA

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

3. 58-2121490

(FBI number, if applicable)

4. 7/12/94

(Date of Incorporation)

5. PERPETUAL

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

6. NONE

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. VIRTUAL RESOURCES, INC.

555 SUN VALLEY DRIVE SUITE N. 1, ROSWELL, GA 30075
(Current mailing address)

8. NETWORK INTEGRATION FIRM

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

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

Name: WAYNE REYNOLDS

Office Address: 32 MARINA ISLES BLVD.

INDIAN HARBOUR BLH, Florida, 32937

(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.

x Wayne Reynolds
(Registered agent's signature)

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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 13 AM 8:08

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
96 MAY 13 AM 9:05

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

^{LO} President: JEFFREY LEE GLATTSTEIN

Address: 3338 TRAILS END RD

ROSIELL, GEORGIA 30075

^{LO} Vice President: JEAN CAMPION

Address: 1213 GABLES DRIVE

ATLANTA, GEORGIA 30319

Secretary: DAN VAN DRESSER

Address: 2630 LOACHMAN'S CIRCLE

ALPHARETTA, GEORGIA 30202

Treasurer: _____

Address: _____

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JEFFREY LEE GLATTSTEIN LO-PRESIDENT
(Typed or printed name and capacity of person signing application)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 961151091
CONTROL NUMBER : 9417708
DATE INC/AUTH/FILED : 07/12/1994
JURISDICTION : GEORGIA
PRINT DATE : 04/24/1996
FORM NUMBER : 211

CAROL GLATTSTEIN
555 SUN VALLEY DRIVE
SUITE N-1
ROSWELL GA 30075

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 13 AM 9:06

CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

VIRTUAL RESOURCES, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated, and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE