

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-344-8086

904-224-0000  
904-224-3931

**CSC**  
**PREMIERE HALL**  
LEGAL & FINANCIAL SERVICES

**F96000006336**

ACCOUNT NO. : 072100000032

REFERENCE : 171660 4302494

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pyzdek*

ORDER DATE : December 2, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 171660-020

CUSTOMER NO: 4302494

200002020782--3

CUSTOMER: Ms. Anne Herb-schreiber  
Whitman Breed Abbott & Morgan  
200 Park Ave

New York, NY 10166

FOREIGN FILINGS

NAME: VIRTUAL ASSISTANT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 AM 11:43

*W*  
*12/5*

RECEIVED  
96 DEC -5 AM 11:23  
DIVISION OF CORPORATION

# 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 Assistant, 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. Delaware

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

3. 13-3862891

(FEI number, if applicable)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -  
AM 11:43

4. September 28, 1995

(Date of incorporation)

5. Perpetual

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

6. The corporation has not, to date, transacted business in Florida.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. c/o Benz Atlantic Corporation

1290 Avenue of the Americas, 41 FL, New York, New York 10104-0012

(Current mailing address)

8. SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF.

(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:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, 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.

Corporation Service Company

By: Vicki Schreiber, Asst. V.P.

(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.

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

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Beverly Benz Treuille

Address: 1175 Park Avenue  
New York, New York 10128

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Beverly Benz Treuille

Address: 1175 Park Avenue  
New York, New York 10128

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_


Secretary: Beverly Benz Treuille

Address: 1175 Park Avenue  
New York, New York 10128

Treasurer: Beverly Benz Treuille

Address: 1175 Park Avenue  
New York, New York 10128

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

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

14. Beverly Benz Treuille President  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 AM 11:43

**EXHIBIT A**

1. To provide business, personal services and assistance to companies, organizations and individuals utilizing the computer, telephony, the Internet, the World Wide Web and other electronic and telecommunications media;
2. To facilitate centralized control of communications and other business support activities;
3. To create, develop, market and provide systems, software and hardware to compliment and support these areas of activity; and
4. To do all other lawful acts or things necessary, incidental or convenient to carry on the business the corporation.

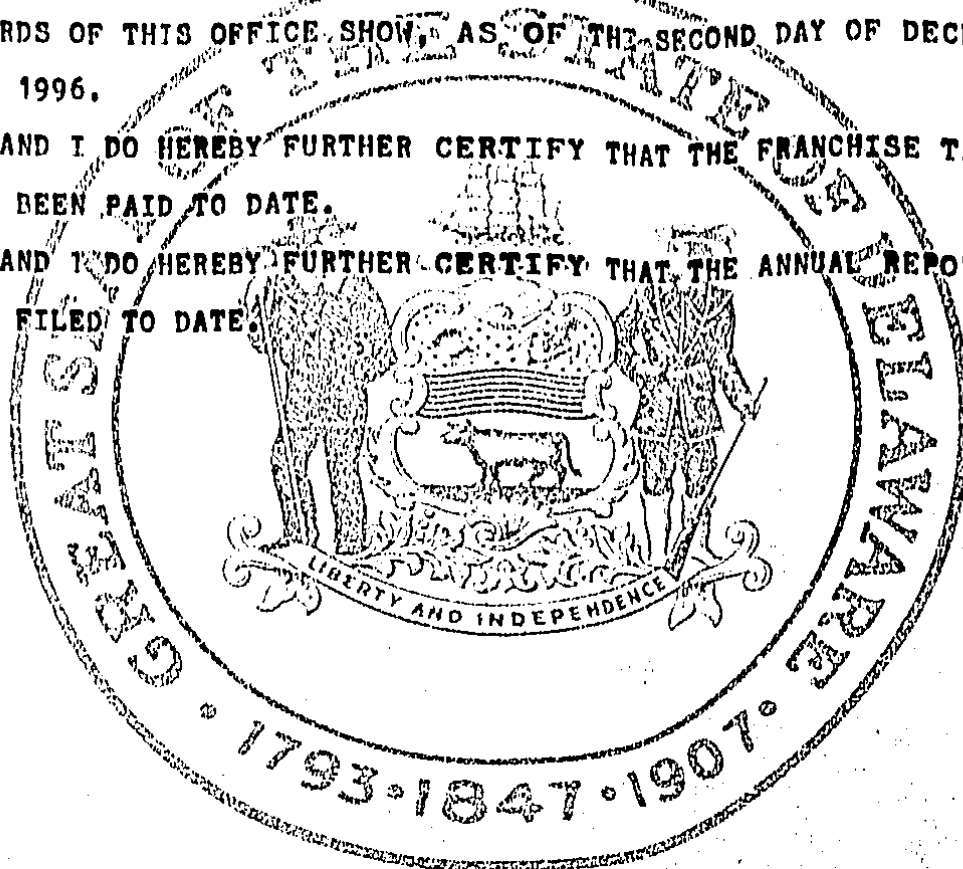
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 DEC 5 AM 11:43

*State of Delaware*  
**Office of the Secretary of State**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRTUAL ASSISTANT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

DEC-5 AM 11:43



2547275 8300

960350649

*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

8216518

DATE:

12-02-96