

STEELE HENRI & DAVIS LLP

Requestor's Name

215 SOUTH MONROE STREET/SUITE 601

Address

TALLAHASSEE

City/State/Zip

222-2300

Phone #

Office Use Only

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

1. VIRTUALCOM WWW, INC. (Document #)  
(Corporation Name)

2. \_\_\_\_\_ (Document #)  
(Corporation Name)

3. \_\_\_\_\_ (Document #)  
(Corporation Name)

4. \_\_\_\_\_ (Document #)  
(Corporation Name)

FILED  
99 JUN 29 PM 12:40  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

☒ Walk in

☒ Pick up time 12:00

☒ Certified Copy X3

☐ 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

W99-15083

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

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

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-06/29/99--01021--009

\*\*\*\*\*96.25 \*\*\*\*\*96.25

PLEASE CONTACT ELIZABETH  
REGARDING ANY QUESTIONS -  
222-2300. THANK YOU.

99 JUN 29 AM 10:30

RECEIVED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 29, 1999

STEEL HECTOR & DAVIS LLP  
215 SOUTH MONROE STREET/SUITE 601  
TALLAHASSEE, FL

SUBJECT: VIRTUALCOM INC.  
Ref. Number: W99000015083

We have received your document for VIRTUALCOM INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The document must have original signatures.

Please return 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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 399A00034269

STEEL HECTOR & DAVIS LLP

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222-2300

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(Corporation Name)

(Document #)

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\*\*REFILE - MAY WE KEEP ORIGINAL FILING DATE OF JUNE 29, 1999. THANK YOU.

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PLEASE CONTACT ELIZABETH REGARDING ANY QUESTIONS - 222-2300. THANK YOU.

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL -2 AM 10:17

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CR2E031(1/95)

Examiner's Initials

**WRITTEN CONSENT OF THE DIRECTORS OF  
VIRTUALCOM, INC.**

Pursuant to Sections 141 and 229 of the Delaware General Corporation Law, the undersigned, constituting all of the Directors of Virtualcom, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), in lieu of a meeting for the business hereinafter described, do hereby ratify, approve and consent to the following corporate resolutions:

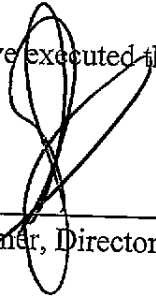
**WHEREAS**, the Corporation desires to transact business in the State of Florida; and

**WHEREAS**, the real name of the Corporation is not available in Florida, the Corporation has chosen an alternate name so as to comply with Section 607.1506 of the Florida Statutes.

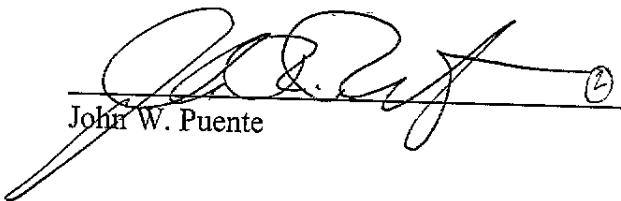
**NOW, THEREFORE, IT IS HEREBY**

**RESOLVED**, that for the purpose of transacting business in the State of Florida, the alternate name of the Corporation shall be "Virtualcom WWW, Inc.".

**IN WITNESS WHEREOF**, the undersigned have executed this Written Consent effective as of June 2, 1999.

  
\_\_\_\_\_  
Eric Schumacher, Director

\_\_\_\_\_  
Edgar Marshall, Director

  
\_\_\_\_\_  
John W. Puente

\_\_\_\_\_  
John G. Puente

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
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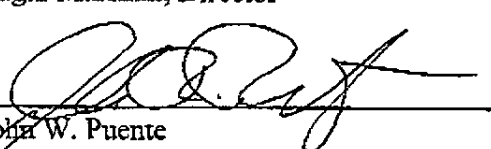
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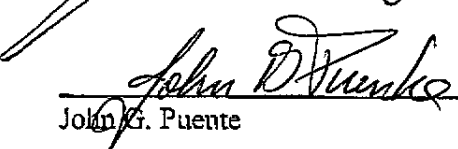
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\_\_\_\_\_  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. VIRTUALCOM, 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 3. 65-0888693  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 26, 1999 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing this application with the Department of State.  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 6161 Blue Lagoon Drive, Suite #330  
Miami, Florida 33126  
(Current mailing address)

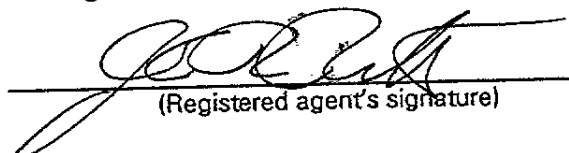
8. Any and all lawful business  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: John W. Puente  
Office Address: 6161 Blue Lagoon Drive, Suite 330  
Miami, Florida, 33126  
(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.

  
(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.

99 JUN 29 PM 12:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Director ~~Chairman~~: Eric Schummer

Address: 6161 Blue Lagoon Drive, #330

Miami, Florida 33126

Director ~~Vice Chairman~~: Edgar Marshall

Address: 6161 Blue Lagoon Drive, Suite #330

Miami, Florida 33126

Director: John W. Puente

Address: 6161 Blue Lagoon Drive, #330

Miami, Florida 33126

Director: John G. Puente

Address: 6161 Blue Lagoon Drive, Suite #330

Miami, Florida 33126

B. OFFICERS

President: John W. Puente

Address: 6161 Blue Lagoon Drive, #330

Miami, Florida 33126

Chief Operating Officer: John W. Puente

~~Vice President~~: John W. Puente

Address: Same as above

Secretary: John W. Puente

Address: Same as above

Chief Executive Officer: Eric Schummer

~~Treasurer~~: Eric Schummer

Address: 6161 Blue Lagoon Drive, #330

Miami, Florida 33126

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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. Eric Schummer, Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

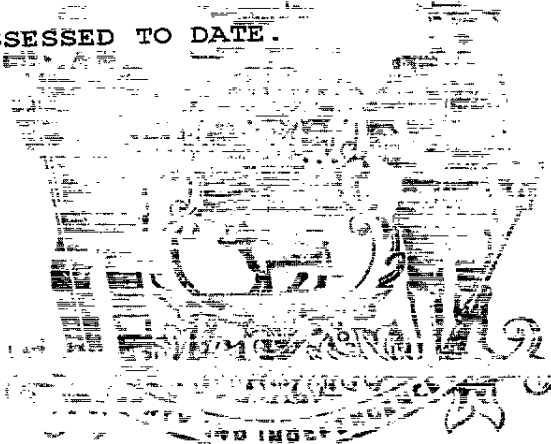


State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRTUALCOM, 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 TWENTY-EIGHTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED  
99 JUN 29 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9775150

05-28-99