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SANDY ALAN LEVITT, P.A.
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SARASOTA, FLORIDA 34237
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FAX (941) 954-0281

January 3, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-3-00

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-01/05/00--01086--002
****122.50 ****78.75

RE: VIRTUAL CREATIONS, INC.

Dear Sir or Madam:

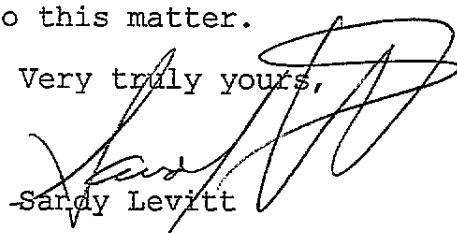
Enclosed for filing with your office, please find the original and one copy of Articles of Incorporation regarding the above referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the following fees:

Filing fee	\$35.00
Certified Copy Fee	52.50
Designation of Registered Agent	35.00

After your review of the enclosed, please file same with your office and return to me proof of filing and the certified copy of the Articles. Please do not hesitate to contact me should you have any questions.

Thank you for your attention to this matter.

Very truly yours,


Sandy Levitt

SAL:bc

Enclosure

FILED
00 JAN -5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-1-00

ARTICLES OF INCORPORATION

OF

VIRTUAL CREATIONS, INC.

EFFECTIVE DATE

1-3-00

FILED
00 JAN -5 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is VIRTUAL CREATIONS, INC., with its primary office at and a mailing address of P.O. Box 14081, Sarasota, Florida 34278.

ARTICLE II - EXISTENCE

This corporation shall commence its existence on the date of subscription and acknowledgement of these Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which this corporation is organized are:

- (a) To purchase, acquire, hold, improve, develop, sell, convey, assign, release, mortgage, encumber, lease, subdivide and deal in real estate of every kind and nature, improved and unimproved.
- (b) To act as nominee or agent for the purpose of land acquisition, development, sales or financing.
- (c) To act as a general partner in any limited partnership created under or by the laws of the State of Florida, or any other State or government, which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, to act as nominee for the purpose of acquiring, financing and transferring real and personal property.
- (d) To buy, own, hold, sell, lease, assign, pledge or encumber any stores, businesses, corporations, plants, lands or any other properties, real, personal, intangible or mixed, which can be used for any of the above purposes now or in the future, or which can now or may produce any benefit or profit to this corporation of any kind, type or nature whatsoever.

- (e) To subscribe or cause to be subscribed for, purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes or other evidences of indebtedness of any corporation, stock company or association now or hereafter existing, and whether created by or under the laws of the State of Florida, or otherwise, and while owners of any of said shares of capital stock or bonds or other real property, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.
- (f) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trademarks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights and Letters of Patent of the United States and of foreign countries, and to accept and grant license thereunder.
- (g) To purchase, hold, sell and re-issue the shares of its own capital stock.
- (h) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, or assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this Corporation is organized.
- (i) Without any particular limiting of any of the objects and powers of the corporation, to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other

obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

(j) To carry on any business whatsoever which the Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories or colonies of the United States, and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to and under which this Corporation is formed.

(k) To conduct and transact any and all lawful business or activity for which a corporation may be created under the provisions of Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue TWO THOUSAND FIVE HUNDRED (2,500) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).

ARTICLE V - INCORPORATORS

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

NAME	ADDRESS
KENNETH MANN	3212 Ramblewood Drive North Sarasota, Florida 34237

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2201 Ringling Blvd., Suite 203, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is SANDY LEVITT.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. The names and addresses of the initial director(s) of this corporation is:

NAME	ADDRESS
KEITH GALANTE	3212 Ramblewood Drive North Sarasota, Florida 34237
KENNETH MANN	3212 Ramblewood Drive North Sarasota, Florida 34237
JAYSON ARTHUR	6617 ½ South Richards Avenue Tampa, Florida 33616
MARCUS CLAPPER	14240 N. 42 nd Street, #4104 Tampa, Florida 33613

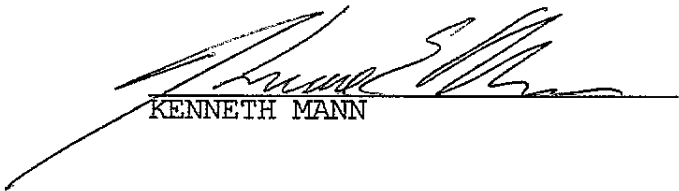
ARTICLE VIII - BYLAWS

The power to adopt, alter, amended or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX - INDEMNIFICATION

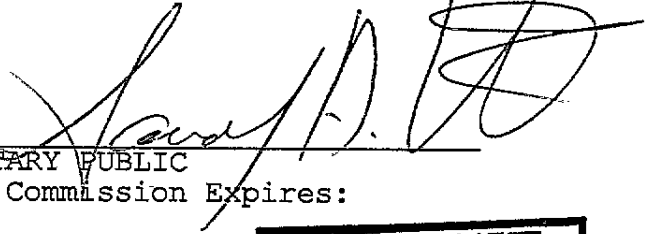
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

3rd WITNESS my hand and official seal at Sarasota, Florida, this
day of January, 2000.

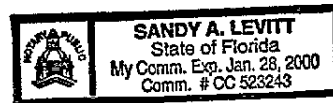

KENNETH MANN

STATE OF FLORIDA)
 ss
COUNTY OF SARASOTA)

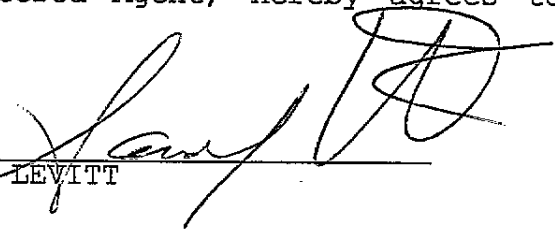
3rd THE FOREGOING INSTRUMENT was acknowledged before me this
day of January, 2000 by KENNETH MANN, Incorporator, of
VIRTUAL CREATIONS, INC., a Florida corporation, on behalf of the
corporation, who is personally known to me or who has produced a
Florida Driver License as identification and who did take an oath.



NOTARY PUBLIC
My Commission Expires:



The undersigned, having been designated in the foregoing
Articles of Incorporation as Registered Agent, hereby agrees to
accept said designation.



SANDY LEVITT