Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

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: EMPIRE CORPORATE KIT COMPANY

Phone

Account Number : 072450003255

: (305)541-3694

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FLORIDA PROFIT CORPORATION OR P.A.

OVERLAND VIRTUAL SIGNS CORP.

	<u> </u>
Certificate of Status	0
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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF OVERLAND VIRTUAL SIGNS CORP.

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be:

OVERLAND VIRTUAL SIGNS CORP.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of Stock. The Shares of Stock shall be voting common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each Share of Stock shall be fixed by the Board of Directors.

ARTICLE IV. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Alvaro Castillo B. 1390 Brickell Avenue Suite 200 Miami, Florida 33131

ARTICLE V. BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by

This Instrument Prepared By:

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Alvaro Castillo B., Esq. 1390 Brickell Avenue, Suite 200 Miami, Florida 33131 (305) 371-5540 Florida Bar No. 611761

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the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI. INITIAL DIRECTORS

The name and post office address of the initial Director of the Corporation are:

Name

Address

Oscar de Barros

1101 Brickell Avenue Suite 1802 Miami, Florida 33131

ARTICLE VII INITIAL OFFICERS

The initial officers shall be elected at the first Board of Directors meeting.

ARTICLE VIII. INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name

asozbba

Alvaro Castillo B.

1390 Brickell Avenue Suite 200 Mlami, Florida 33131

PRINCIPAL OFFICE AND NAILING ADDRESS

The principal mailing address of the Corporation is as follows:

1101 Brickell Avenue, Suite 1802 Miami, Florida 33131

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ARTICLE X. COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

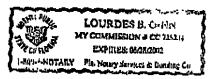
By: Javilo Z

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, ALVARO CASTILLO B., personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

NOTARY PUBBIC

DATE COMMISSION EXPIRES



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ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

ALVARO CASTILLO B. CASTILLO & ASSOCIATES 1390 Brickell Avenue Suite 200 Miami, Florida 33131

2000 FEB -8 PM 4: 06
SECRETARY OF STATE

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