

TRANSMITTAL LETTER  
P00000031088

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

100003181101--0  
-03/23/00--01012--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** Virtual Edge, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Mark R. Childers  
Name (Printed or typed)

8611 Handcart Rd  
Address

Zephyrhills, FL 33544  
City, State & Zip

(813) 713-3671  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR 22 PM 1:26

**FILED**

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
of  
VIRTUAL EDGE, INC.**

**FILED**  
00 MAR 22 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation (which is hereinafter referred to as corporation) is Virtual Edge, Inc.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

8611 Handcart Rd  
Zephyrhills, FL 33544.

**ARTICLE III  
PURPOSE**

The purpose of the corporation is to engage in any and all lawful activities permitted to be done by corporation under the Statutes of the State of Florida.

**ARTICLE IV  
SHARES**

The total number of shares which the corporation shall have authority to issue is 10,000 shares with a par value of \$1.00 per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution. The board of directors may authorize shares to be issued for consideration consisting of any tangible or intangible or benefit including cash, property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

**ARTICLE V  
INITIAL OFFICERS/DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Claude A. Childers  
27626 Holiday Drive  
Dade City, FL 33525

Mark R. Childers  
8611 Handcart Rd  
Zephyrhills, FL 33544

James W. Childers  
8604 Handcart Rd  
Zephyrhills, FL 33544.

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 2 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Mark R. Childers  
8611 Handcart Rd  
Pasco County  
Zephyrhills, FL 33544.

**ARTICLE VII  
INCORPORATORS**

The name and address of the incorporators are:

Claude A. Childers  
27626 Holiday Drive  
Dade City, FL 33525

Mark R. Childers  
8611 Handcart Road  
Zephyrhills, FL 33544.

**ARTICLE VIII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE IX  
OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

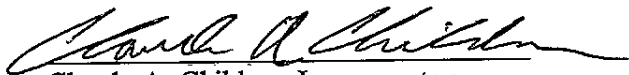
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Claude A. Childers, Incorporator  
27626 Holiday Drive  
Dade City, FL 33525



Mark R. Childers, Incorporator  
8611 Handcart Rd  
Zephyrhills, FL 33544


**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATION OF DESIGNATION**  
**REGISTER AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized pursuant to the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

That VIRTUAL EDGE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation, has named MARK R. CHILDERS, 8611 Handcart Road, located at Zephyrhills, County of Pasco, State of Florida, as its agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature   
Registered Agent  
MARK R. CHILDERS