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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

VIRTUALNET, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

VIRTUALNET, INC.

ARTICLE I - NAME

The name of this corporation is VIRTUALNET, INC.

ARTICLE II - ADDRESS

The principal office or mailing address of this corporation shall be located at 3350 N.W. Boca Raton Boulevard, #A-6, Boca Raton, Florida 33431.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 100 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 and the name of the registered agent of this corporation is Alfonso J. Perez.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

This instrument prepared by:
Alfonso J. Perez, Esq.
100 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131
FBN: 220426

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and address of the Board of Directors of the corporation are:

Director/President:

Carlos Marin
3350 N.W. Boca Raton Boulevard
#A-6
Boca Raton, Florida 33431

ARTICLE VIII - INCORPORATOR

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

Alfonso J. Perez
100 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

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

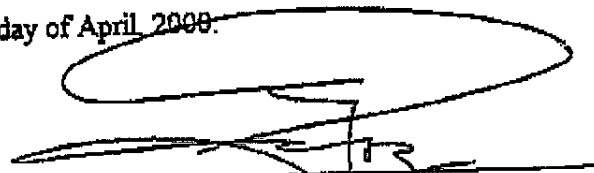
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ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of April, 2000.


ALFONSO J. PEREZ

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, appeared ALFONSO J. PEREZ, personally known to me and known to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this _____ day of April, 2000.

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

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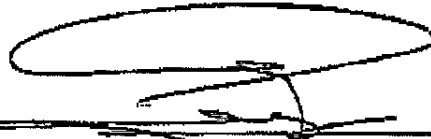
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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of the corporation.

That VIRTUALNET, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named ALFONSO J. PEREZ, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent



ALFONSO J. PEREZ,
100 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

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