

P000000043953

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

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000024395 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, PA
Account Number : 076077000355
Phone : (813)223-7000
Fax Number : (813)229-4133

FLORIDA PROFIT CORPORATION OR P.A.

Virtualeez.com, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

AUDIT NO. H00000024395 6

**ARTICLES OF INCORPORATION
OF
VIRTUALEEZ.COM, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Virtualeez.com, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 4192 42nd Avenue South, St. Petersburg, Florida 33711.

ARTICLE III

Shares

The corporation shall have authority to issue 150 million common shares with no par value.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is One Harbour Place, Tampa, Florida 33602, and the name of its initial registered agent at that address is Carlton Fields, Attention Paul C. Davis.

**Prepared by:
Paul C. Davis, Esquire
Carlton Fields
One Harbour Place
Tampa, FL 33602
(813) 223-7000
Fla. Bar No. 283691**

AUDIT NO. H00000024395 6

FILED
00 MAY -2 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUDIT NO. H00000024395 6

ARTICLE V
Incorporator

The name and address of the incorporator are:

Name

Paul C. Davis

AddressCarlton Fields
One Harbour Place
Tampa, FL 336002**ARTICLE VI**
Initial Director

The corporation initially shall have two directors, whose names and addresses are:

Name

Robert Martinez

AddressP. O. Box 3239
Tampa, Florida 33601-3239

Kevin Donaghy

4192 42nd Avenue South
St. Petersburg, Florida 33711**ARTICLE VII**
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

AUDIT NO. H00000024395 6

AUDIT NO. H00000024395 6

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 1st day of May, 2000.


PAUL C. DAVIS, Incorporator

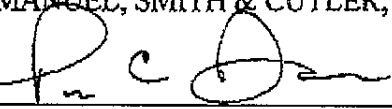
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 1st day of May, 2000.

REGISTERED AGENT:

CARLTON, FIELDS, WARD,
EMMANUEL, SMITH & CUTLER, P.A.

By: 
Paul C. Davis, Esquire

FILED

00 MAY -2 PM 1:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUDIT NO. H00000024395 6

TPA#1616071.01T#80659.1