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Florida Department of State
Division of Corporations
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To: Division of Corporations
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EFFECTIVE DATE
05-12-00

From: Account Name : GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
Account Number : I19990000278
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FLORIDA PROFIT CORPORATION OR P.A.

Virtual MT Network, Inc.

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GRAHAM, CLARK

EFFECTIVE DATE
05-12-00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
VIRTUAL MT NETWORK, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for the corporation (the "Corporation").

ARTICLE I
NAME

The name of this Corporation is VIRTUAL MT NETWORK, INC.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this Corporation is 2624 W. Grand Reserve Circle, Suite 728, Clearwater, Florida 33759.

ARTICLE III
EXISTENCE; DURATION

The date of corporate existence shall be the date of acknowledgment of these Articles provided the Articles are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of the filing. This Corporation shall exist perpetually unless dissolved by operation of law.

ARTICLE IV
GENERAL PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue one million (1,000,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2624 W. Grand Reserve Circle, Suite 728, Clearwater, Florida 33759, and the name of the initial registered agent of this Corporation at that address is Brian Meredith.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Howard S. Marks

369 North New York Avenue, Third Floor
Winter Park, Florida 32789

ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

The 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 has executed these Articles at Winter Park, Florida, this 12th day of May, 2000.

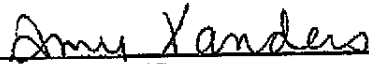


Howard S. Marks
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of May, 2000, by Howard S. Marks, who is personally known to me.






NOTARY PUBLIC
Print Name: Amy Xanders
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for VIRTUAL MT NETWORK, INC., at the place designated in the Articles of Incorporation, I am familiar with and hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



Howard S. Marks

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