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TRANSMITTAL LETTER

Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
00 SEP 25 AM
SECRETARY
TALLAHASSEE
FLORIDA
7000034034678-1
-09/25/00-0142-018
*****78.75 *****78.75

SUBJECT: Virtual Pictures USA, Incorporated
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75,
for filing fee & Certificate of Status.

FROM: Miles Bassik
11540 167th Place North
Jupiter, Florida 33478
(561) 575-5542

MB/ej
encl:
cc: File

2
9/27

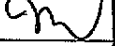
**STATE OF FLORIDA
ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the undersigned incorporator adopts these Articles of Incorporation for the purpose of forming a for-profit corporation.

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00 SEP 25 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


1. The name of the Corporation is: Virtual Pictures USA, Incorporated
2. The principal place of business and mailing address of this corporation is: 11540 167th Place North, Jupiter, Florida 33478.
3. The purpose for which the corporation is organized is: Virtual photography and streaming media for submission to the Internet.
4. The corporation is authorized to issue one class of stock, that being One Thousand (1000) shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.
5. No director shall be held liable to the corporation of its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.
6. The name and address of the corporation's initial registered agent is: Miles Bassik, 11540 167th Place North, Jupiter, Florida 33478.

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this document, I hereby accept the appointment as registered agent 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 of Registered Agent:  _____ Dated: 09/20/2000
Miles Bassik

7. The name and street address of the incorporator of this corporation is: Miles Bassik, 11540 167th Place North, Jupiter, Florida 33478.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: 09/20/2000 Signature of Incorporator:  _____
Miles Bassik