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FLORIDA PROFIT CORPORATION OR P.A.

Versacom Holdings, Inc.

Certificate of Status	0
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Corporate Filing

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**ARTICLES OF INCORPORATION
OF
VERSACOM HOLDINGS, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes:

ARTICLE I NAME

The name of this corporation is VersaCOM Holdings, Inc. (the "Corporation")

ARTICLE II - ADDRESS

The principal business address and mailing address of the Corporation is:

131 NW 13th Street
Suite 36
Boca Raton, FL 33432

ARTICLE III. - CAPITAL STOCK

The Corporation is authorized to issue One Hundred Million (100,000,000) shares of Common Stock, having a par value of \$0.0001 per share, and Twenty Five Million (25,000,000) shares of Preferred Stock, having a par value of \$0.0001 per share.

The Preferred Stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such Preferred Stock, adopted by the Board of Directors pursuant to the authority granted in these Articles.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation is A Z Registered Agent Corporation, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

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ADORNO ZEDER

003

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on
October 11, 2000.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: 

Justin T. Wilson,
Vice President

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is VersaCOM Holdings, Inc.
2. The name and address of the Registered Agent is: A Z Registered Agent Corporation,
2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of VersaCOM Holdings, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Dated this 11th day of October, 2000

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: 

Justin T. Wilson,
Vice President

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