

P0100007463/

Delaware Professional Services Corporation

Tel. (518) 427-9953

Fax (518) 432-0742

46 State Street, 5th Floor
Albany, NY 12207

1201 N. Orange St., Suite 762
Wilmington, DE 19801

July 26, 2001

Department of State
Division of Corporation
409 E. Gaines St.
Tallahassee FL 32399

800004502459--4
-07/27/01--01072--005
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for

VegaSphere, Inc.

together with the check for the amount of \$78.75, to cover filing fee.

Please review the articles and if there are no additions or corrections to be made, kindly file them with your Department.

Also enclosed you will find a pre-paid UPS Letter envelope. Please return the prepared documents in it.

If you have any questions do not hesitate to contact me at the number indicated below appreciate your attention to this matter.

Thank you,



Elena Almonte

FILED
01 JUL 27 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Done 7/30/01
42

FILED

01 JUL 27 PM 12:54

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

VegaSphere, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5 Conte Vista
Palm Coast, FL 32137

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

3,000 shares Par Value of \$0.01 per share

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Victor I. Sapritsky
5 Conte Vista
Palm Coast, FL 32137

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Alexander Almonte
1201 N. Orange St., Suite 762
Wilmington, DE 19801

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 16th day of July, 2001.



Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: VegaSphere, Inc.
2. The name and address of the registered agent and office is:

Victor I. Sapritsky

(NAME)

5 Conte Vista

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Palm Coast, FL 32137

(CITY/STATE/ZIP)

01 JUL 27 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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)

7/17/2001

(DATE)