

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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V.I.P. Interactive, Inc.

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- FILED
02 MAR 28 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- Art of Inc. File ☒
- LTD Partnership File ☐
- Foreign Corp. File ☐
- L.C. File ☐
- Fictitious Name File ☐
- Trade/Service Mark ☐
- Merger File ☐
- Art. of Amend. File ☐
- RA Resignation ☐
- Dissolution / Withdrawal ☐
- Annual Report / Reinstatement ☐
- Cert. Copy ☐
- Photo Copy ☒
- Certificate of Good Standing ☐
- Certificate of Status ☐
- Certificate of Fictitious Name ☐
- Corp Record Search ☐
- Officer Search ☐
- Fictitious Search ☐
- Fictitious Owner Search ☐
- Vehicle Search ☐
- Driving Record ☐
- UCC 1 or 3 File ☐
- UCC 11 Search ☐
- UCC 11 Retrieval ☐
- Courier ☐
- RECEIVED
02 MAR 28 AM 11:09
DIVISION OF CORPORATION

Signature _____

Requested by: SX

Name

Date 3/28/02

Time 10:45

Walk-In _____

Will Pick Up _____

Handwritten signature

ARTICLES OF INCORPORATION

OF

V.I.P. INTERACTIVE, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be V.I.P. INTERACTIVE, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares, to be divided in voting and non-voting divisions.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

334 SOUTH HYDE PARK AVE.

Tampa, Florida 33606

The name of the initial registered agent of this corporation is Mark E. Pena whose mailing address is 334 South Hyde Park Avenue, 2d Floor, Tampa, Florida 33606.

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TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTORS

This corporation shall have (4) Directors. The Initial Director shall be Joseph E. Abdo.

ARTICLE VII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Joseph E. Abdo
334 So. Hyde Park Ave.
Tampa Fla. 33606

The corporation reserves the right to add initial incorporators prior to its initial organizational meeting.

ARTICLE VIII - INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX - STOCK TRANSFER RESTRICTIONS

No shareholder or subscriber of the stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting, or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, without the prior written approval of the corporation. A copy of the approved agreement shall be filed with the corporation, and all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that the shares standing in the name of any person as pledge, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority. The corporation and existing shareholders shall also maintain an express right of first refusal on any proposed

sale of any portion of shares of stock in this corporation. No sale, gift, or other transfer whatsoever shall be executed nor binding unless the transferring shareholder first offers his proposed transfer, in writing, to the corporation and shareholders. The corporation first shall have thirty days to match the proposed transfer, by so doing in writing to the transferring shareholder. Should the corporation exercise its option, the corporation shall have an extended payout period of the transferor's sale price, of the shares, not to exceed (10) months from the date of closing, with all of the remaining terms of the proposed sale to remain the same as allowed by law. Should the corporation forego its right to purchase or first refuse, all remaining shareholders shall be entitled to a subsequent thirty day period to match the proposed transfer, in identical terms as afore-mentioned above, by the corporation. No proposed transfer shall be effected, nor be binding without first satisfying the foregoing procedures and documenting same in writing.

ARTICLE X - INSPECTION OF BOOKS

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XI - TELEPHONE MEETINGS

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XII - PARTLY PAID SHARES

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

ARTICLE XIII - INTERESTED DIRECTORS OR OFFICERS

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIV - BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Shareholders.

ARTICLE XV - LONG -TERM EMPLOYMENT CONTRACT

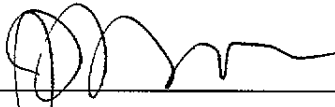
The Shareholders may authorize the corporation to enter into employment contracts with any executive officer for period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts. There shall be an initial employment contract between the corporation and Rianey E. Nelson upon incorporation.

ARTICLE XVI

DIRECTORS RELIANCE ON CORPORATE RECORDS

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith determining the amount available for dividends or distribution he considers the assets to be of ample value.

IN WITNESS WHEREOF the undersigned being an incorporator of this corporation, execute these Article of Incorporation and certify to the truth of the facts stated herein, this 27th day of March 2002.



Joseph E. Abdo

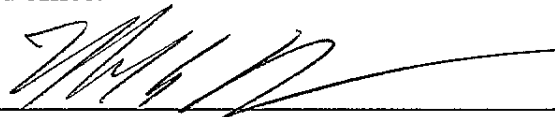
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
02 MAR 28 PM 12:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In pursuance of Chapter 607.,et seq., Florida Statutes, the following is submitted in compliance with said act:

That V.I.P. Interactive Inc., Inc. desiring to organize under the laws of the State of Florida as a corporation with its principle office, as indicated in its Articles of Incorporation, at 334 So. Hyde Park Avenue, Tampa, Florida 33606 , has named Mark E. Pena, Esquire, as agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said act relative to keeping open said office.



Mark E. Pena, Esquire