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City FORT MYERS State FL ZIP 33919-3505

Our Internal Billing Reference

(City/State/Zip/Phone #)

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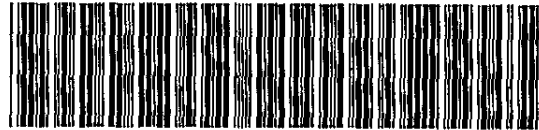
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LYNN J. GRIFFITH, P.A.

Attorney At Law

Telephone
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6338 Presidential Court, Suite 101
Fort Myers, Florida 33919

Facsimile
(239)481-7846

July 6, 2004

VIA FedEx 8370 9986 8974

Department of State
Division of Corporations
Corporate Filings
409 E Gaines St.
Tallahassee, FL 32399

RE: INCORPORATION OF VIRTUAL LISTINGS NETWORK, INC.

Gentlemen:

Enclosed please find an original and once copy of the Articles of Incorporation, together with the original and once copy of the Certificate Designating Place of Business/Naming Registered Agent for:

VIRTUAL LISTINGS NETWORK, INC.

Further, enclosed please find our check in the amount of \$78.75 to cover the following fees:

1. Filing Fee	\$35.00
2. Certificate Designating Registered Agent	\$35.00
3. Certified copy of Articles of Incorporation	<u>\$ 8.75</u>

TOTAL \$78.75

Kindly file the enclosed Articles of Incorporation and return a copy stamped "filed", together with the certified copy of the Articles of Incorporation to our office in the self-addressed, stamped envelope provided for your convenience.

Thank you for your kind attention to this matter.

Very truly yours,


LYNN J. GRIFFITH
for the firm

LJG:jkc
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VIRTUAL LISTINGS NETWORK, INC.

The undersigned subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be VIRTUAL LISTINGS NETWORK, INC. The mailing address and street address of its initial principal office shall be 9206 LA MANCHA COURT, FORT MYERS, FL 33912, the name of its initial registered agent at this address shall be KENNETH J. MACE, Registered Agent, 9206 LA MANCHA COURT, FORT MYERS, FL 33912.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

(a) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.

(b) To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any amendments with other firms, corporations or individuals, all and every necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under provisions of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

(c) The foregoing paragraphs shall be construed as enumerating the purposes, objects, and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is

hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

The maximum number of stock of this corporation which it is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock at one dollar (\$1.00) par value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

If the holder of any share or shares of the stock of this corporation desires to dispose of the same or any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first given the stockholders the right to purchase such stock at book value. The stockholder so desiring to dispose of all or any part of his stock shall give written notice of such desire to each of the other stockholders of the corporation at their addresses as shown on the books of the corporation, stating the number of shares he desires to sell. Each of the other stockholders shall be entitled to purchase such stock at book value, in a number of shares proportionate to the amount of stock owned by each stockholder at the time of the offer for sale, within thirty (30) days after the service of such notice upon the last stockholder to be served. In the event that any one or more of the other stockholders does not desire to purchase his share of the stock offered for sale, his or their right to purchase shall inure to the benefit of the remaining stockholders. In such notice to exercise their option to purchase stock offered for sale, the other stockholders shall state the amount of such stock which they desire to purchase; and upon receipt of such notice of intention to purchase, the stockholder offering stock for sale shall forthwith sell, assign, transfer, and set over his shares of stock to the stockholder or other stockholders to whom the shares are so transferred in the proportionate amount requested by each, and the stockholders to whom the shares are so transferred shall at the same time pay to the seller as and for the purchase price thereof an amount equal to the book value of the stock at the time of such transfer.

In the event that the shareholders fail to exercise their right to purchase or exercise their right to purchase less than the full amount of shares, the holder of any share or shares of the stock desiring to dispose of the same or the balance of the same shall give the corporation the right to purchase said stock at book value. Notice shall be given in writing by the person desiring to dispose of such stock to the corporation and the corporation shall have thirty (30) days in which to exercise its right to purchase.

In the event that neither any of the stockholders nor the corporation shall elect to purchase such stock offered for sale the holder thereof may sell and transfer the same within six (6) months from the date of giving such notice to such person at such prices as he may see fit. Said person or persons acquiring the same shall in his or her term hold

such stock again subject to all the terms and conditions contained herein. If said sale be not made within said period of six (6) months, no sale shall be made without again giving notice and offering to the stockholders and the corporation as herein provided.

Nothing herein contained shall be construed to prevent any stockholders of the corporation from pledging their stock as security for a debt or obligation; in the event that such debt is foreclosed, the person acquiring such stock by such foreclosure shall hold the stock subject to the terms and conditions contained herein and shall immediately give the other stockholders of this corporation as herein provided an option to purchase of the shares so required at the price and under the terms herein above provided.

Nothing herein contained shall be construed as preventing a stockholder from transferring his shares of the stock to any person, firm, or corporation, or trust with the consent of all the stockholders at the first meeting of the stock holders or with the consent of all the stockholders at any other stockholder's meeting after notice has been given in writing to all of the other stockholders at their addresses as shown on the books of the corporation, advising the nature of the proposed transfer, or at any other time upon the written consent of all of the stockholders.

In the event of an issue of non-issued stock or new stock, should the stock be increased, the existing stockholders at the time shall have the right to subscribe for or purchase such stock in a number of shares proportionate to the amount of stock owned at the time of said issue of non-issued stock or new stock.

In the event that any offer made pursuant to the terms of Article IV of these Articles of Incorporation should be made and a disagreement should arise as to the book value of stock so offered, then the offering stockholder or his representative shall have the right to appoint one arbitrator and the prospective purchaser shall have the right to appoint one arbitrator and the two arbitrators shall appoint a third arbitrator. The three arbitrators shall then make an examination of the affairs of the business of the corporation and they shall determine and arrive at a fair book value for said shares of stock. All of the stockholders agree to lend such assistance and aid to said arbitrators as may be required and to cooperate with them in any way. The decision of the arbitrators shall be determinative as to the book value of the stock and shall be final and binding on the stockholders. The stockholders electing to purchase said shares shall have thirty (30) days after being served with a written copy of the decision of the arbitrators as to the fair book value of the stock in which to take up and pay for said stock for the price so fixed and shall at that time receive a proper and legal assignment thereof.

ARTICLE V

The names and addresses of the original subscribers to these Articles of Incorporation and the number of shares each agrees to take is as follows:

KENNETH J. MACE
9206 LA MANCHA COURT
FORT MYERS, FL 33912

600 Shares

ARTICLE VI

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one (1) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President and any other office as to the Board of Directors may deem expedient.

ARTICLE VII

The names and addresses of the officers and the members of the first Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified, are as follows:

KENNETH J. MACE
9206 LA MANCHA COURT
FORT MYERS, FL 33912

President/ Secretary/Treasurer

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any Director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested. Any Director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.

ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed,

altered or repealed in the manner now or thereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS my hand and seal this 6th day of July, 2004.

 (SEAL)

KENNETH J. MACE (Print name)
Incorporator

STATE OF FLORIDA) ss
COUNTY OF LEE)

I hereby certify that on this day before me, a Notary Public duly authorized in the State of Florida and county of Lee to take acknowledgments, personally appeared to me KENNETH J. MACE, ~~to me well known~~ who has produced valid FL. Dr. Lic. as identification, as subscriber to the foregoing Articles of Incorporation and who executed the same, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 6th day of July, 2004.



Name: JACKIE KAY CLEMONS
Notary Public, State of FL
Notary Public My Comm. Expires Sept. 7, 2006
Commission No. Comm. No. DD 050979

My Commission Expires:

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607.0501 OR 617.0501, 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 VIRTUAL LISTINGS NETWORK, INC.
2. The name and address of the registered agent and office is:

KENNETH J. MACE
9206 LA MANCHA COURT
FORT MYERS, FL 33912

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04 JUL -7 PM 4:45
TALLAHASSEE, FLORIDA

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.


KENNETH J. MACE

July 6, 2004
(DATE)