

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

RE: Virtual Media Tax

C.C. FEE. DISBURSED

Capital Connection  
Art. of Ac. File  
Corp. Sec. Search  
Fictitious Name File  
Foreign Corp. File  
( ) Cert. Copy(s)

808001425038

03/09/95 01025-018  
\*\*\*\*122.50 \*\*\*\*122.50

Art. of Amend. File  
Dissolution/Withdrawal  
C U S  
Fictitious Name File

Name Reservation  
Annual Report/Reinstatement  
Reg. Agent Service  
Document Filing

Corporate Kit  
Vehicle Search  
Driving Record  
Document Retrieval

UCC 1 or 3 File  
UCC 11 Search  
UCC 11 Retrieval  
File No.'s. Copies

Courier Service  
Shipping/Handling  
Phone ( )  
Top Priority  
Express Mail Prep  
FAX ( ) pgs

SUBTOTALS

|                                |    |
|--------------------------------|----|
| FEE.....                       | \$ |
| DISBURSED.....                 | \$ |
| SURCHARGE.....                 | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL.....                  | \$ |
| PREPAID.....                   | \$ |
| BALANCE DUE.....               | \$ |

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 DLYs. 18% per Annum

THANK YOU  
from  
Your Capital Connection

195000019242

PHONE ( )

Service: Top Priority Regular  
One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

MAR 9 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME CK No.

BY AAK

WALK-IN Will Pick Up 3-9 1240

ARTICLES OF INCORPORATION

OF

VIRTUAL MEDIA, INC.

FILED

25 MAR -9 AM 11:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is VIRTUAL MEDIA, INC.

ARTICLE II - TERMS OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in the design, development, production and marketing of computer software and compact disks, and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock for the par value of \$1.00 per share. The sum of \$7,500.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is located in Clay County, Florida, and the address is 769 Blanding Boulevard, Orange Park, Florida 32065. The name of the initial registered agent is Terrance A. Jones, whose

address is 769 Blanding Boulevard, Orange Park, FL 32065.

#### ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of three (3) members who need not be a resident of the State of Florida or a shareholder of the corporation.

#### ARTICLE VII - INITIAL DIRECTORS

The name and address of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                             |
|--------------------|--|
| John M. Jensen     | 2916 Justin Court<br>Orange Park, FL 32065 |
| Patricia A. Jensen | 2916 Justin Court<br>Orange Park, FL 32065 |
| David Dombrowski   | 423 N. Fletcher<br>Fernandina, FL 32034    |

#### ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporator are as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                             |
|--------------------|--|
| John M. Jensen     | 2916 Justin Court<br>Orange Park, FL 32065 |
| Patricia A. Jensen | 2916 Justin Court<br>Orange Park, FL 32065 |
| David Dombrowski   | 423 N. Fletcher<br>Fernandina, FL 32034    |

#### ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a three-fourths (3/4) vote of the common stock.

#### ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the

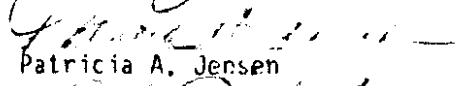
Board of Directors, such shares of stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

#### ARTICLE XI - CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as she may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate her vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Florida, on this 8<sup>th</sup> day of March, 1995.

  
John M. Jensen

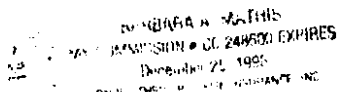
  
Patricia A. Jensen

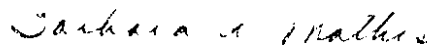
  
David Dombrowski

STATE OF FLORIDA  
COUNTY OF CLAY

Before me, the undersigned authority, personally appeared JOHN M. JENSEN, PATRICIA A. JENSEN and DAVID DOMBROWSKI who are personally known to me, or who produced as identification, N/A, known to me to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

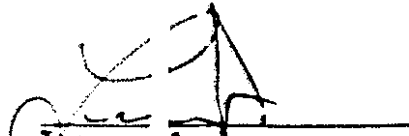
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, County and state aforesaid, this 8<sup>th</sup> day of March, 1995.

  
BARBARA A. MATHIS  
COMMISSION EXPIRES  
JANUARY 21, 1996  
NOTARY PUBLIC - CLAY COUNTY, FLORIDA

  
Barbara A. Mathis  
Notary Public  
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent for  
VIRTUAL MEDIA, INC.

  
Terrance A. Jones

FILED  
35 MAR -9 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA