

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

95 HM

DIVISION

PGS0000

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

_____ of _____

RE: VR Communications, Inc.

31-11-01

INFORMATION

C.C. FEE.

DISBURSED

Capital Express™

✓ Corp. of Inc. File

✓ C. Re. Search

✓ Partnership

Foreign Corp. File

✓ () Cert. Copy(s)

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 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____

DATE _____

TIME _____

BY JW _____ CK No. _____

WALK-IN _____
Will Pick Up 331 11:00

FILED
95 MAR 31 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VR COMMUNICATIONS, INC.

FILED
95 MAR 31 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be VR COMMUNICATIONS, INC.

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business or businesses to be transacted by this corporation shall be: to buy, sell and otherwise market telephones and/or telecommunication services;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individual, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine,

issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and without this State.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the Florida Statutes, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or for charitable, scientific or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the directors, officers and employees of the corporation, and for any or all of the directors, officers and employees of any subsidiary of the corporation.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V

The street address of the principal office of the corporation is 1481 S. Kirkman Road, Apt. 3088, Orlando, Florida 32811.

ARTICLE VI

The street address of the initial registered office is 1481 S. Kirkman Road, Apt. 3088, Orlando, Florida 32811. The name of the initial registered agent at such address is VICTOR E. ROBERT.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:


<u>NAME</u>	<u>ADDRESS</u>
VICTOR E. ROBERT	1481 S. Kirkman Road, Apt. 3088 Orlando, FL 32811

ARTICLE VIII

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

<u>NAME</u>	<u>ADDRESS</u>
VICTOR E. ROBERT	1481 S. Kirkman Road, Apt. 3088 Orlando, FL 32811

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certify that the facts herein stated are true, and accordingly, has hereunto set his hand and seal at Orlando, in the County of Orange, State of Florida, this 30th day of March, 1995.

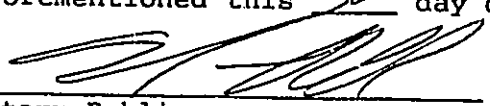

VICTOR E. ROBERT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements and oaths, personally appeared VICTOR E. ROBERT, who is personally known to me _____ or who produced FL Drivers License as identification, and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforementioned this 30th day of March, 1995.



Notary Public

My Commission Expires:

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

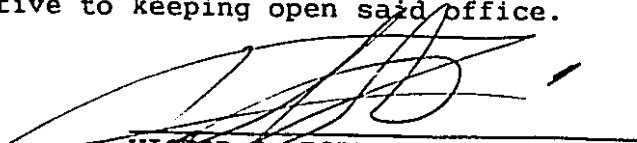
In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

FIRST, that VR COMMUNICATIONS, INC., is desiring to organize
under the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at City of Orlando, County
of Orange, State of Florida, has named Victor E. Robert, 1481 S.
Kirkman Road, Apt. 3088, Orlando, Florida 32811, as its agent to
accept service of process within this state.


VICTOR E. ROBERT

ACKNOWLEDGEMENT

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


VICTOR E. ROBERT
Registered Agent

FILED
95 MAR 31 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA