

BARRY E. HUGHES  
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TELEPHONE  
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January 5, 1996

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Corporate Records Bureau  
Division of Corporation  
Department of State  
Post Office Box 1227  
Tallahassee, Florida 32301

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-01708736--01070--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: VIRTUAL REALITY MALL, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Article of Incorporation of VIRTUAL REALITY MALL, INC., to be registered as a Florida Corporation. Please issue the Certificate of Incorporation and return the same to my office together with a certified copy of the Articles.

Also, enclosed is a check in the amount of \$122.50 to cover the following fees:

Filing Fee:	\$35.00
Certified Fee:	52.50
Registered Agent Fee	35.00

TOTAL	<u>\$122.50</u>
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Thank you for your cooperation and prompt attention to this matter. Should you have any further questions, then please do not hesitate to contact this office.

Very truly yours,

Barry E. Hughes

BEH/dlc

Encls.

FILED  
95 JAN -8 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN 10 1996

**ARTICLES OF INCORPORATION  
OF  
VIRTUAL REALITY MALL, INC.**

96 JAN -8 AM 11:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation is VIRTUAL REALITY MALL, INC., with its principal office located at 2441 Bellevue Avenue, Daytona Beach, Florida, 32114.

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The general nature of the business to be transacted by this corporation is as follows:

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

(b). To buy, sell, market, produce and distribute articles and commodities of personal, household, commercial and business use and computer; and generally to deal in all manufactured goods, provisions and produce, through various markets plans including home solicitation, direct marketing, and through computer accessed services and channels as the same now exist or as may be developed.

(c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.

(d). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein, wherever situated.

(e). To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

(f). To lend money to, and use its credit to assist its

officers and employees in accordance with Florida Statute 607.141 as amended.

(g). 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.

(h). 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 or invested.

(i). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(k). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

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

(m). To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

#### ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be the aggregate number of shares this corporation has authority to issue.

#### ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase

his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### ARTICLE VI

The mailing address of the principal office of this corporation is 2441 Bellevue Avenue, Daytona Beach, Florida, 32114 and the name of the registered agent of this of this corporation is Hobart Worley whose address is 2441 Bellevue Avenue, Daytona Beach, Florida, 32114.

#### ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the shareholders but shall never be less than one (1). The name and address of the initial director of this corporation is:

#### NAME

#### ADDRESS

Hobart Worley

2441 Bellevue Avenue  
Daytona Beach, FL 32114

Joel Greenstein

2441 Bellevue Avenue  
Daytona Beach, FL 32114

#### ARTICLE VIII

The name and address of the incorporator is:

Hobart Worley

2441 Bellevue Avenue  
Daytona Beach, FL 32114

#### ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

#### ARTICLE X

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XI

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

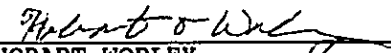
#### ARTICLE XII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 5<sup>th</sup> day of January, 1996.

  
HOBART WORLEY

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared HOBART WORLEY known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 5<sup>th</sup> day of January, 1996.

  
Notary Public,  
My Commission Expires:



BARRY E. HUGHES  
MY COMMISSION # CC 186331 EXPIRES  
April 13, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

Purnuant to Chapter 607.164 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for Virtual Reality Mall, Inc., with an office at 2441 Bellevue Avenue, Daytona Beach, Florida, 32114 therefore to act as Registered Agent in accordance with the provisions of the said Statute. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
HOBART WORLEY

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96 JAN -8 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA