

0

3:20 PM

PUBLIC ACCESS SYSTEM  
((H96000004799))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: VIRTUAL MEDIA SERVICES, INC.  
DEPARTMENT OF REVENUE  
STATE OF FLORIDA  
TALLAHASSEE, FL 32309  
FAX: (904) 492-4400  
SUITE 200  
MIAMI FL 33135  
CONTACT: ROY STORMONT  
PHONE: (305) 541-3894  
FAX: (305) 541-3770

((H96000004799))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: VIRTUAL MEDIA SERVICES, INC.  
FAX AUDIT NUMBER: H96000004799 CURRENT STATUS: REQUESTED  
04/03/1996 TIME REQUESTED: 15:27:58  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000004799)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:12:1

EFFECTIVE DATE  
4-1-96

4/4

FILED  
96 APR -3 PM 5:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

034113-1-15850

H96000004799

ARTICLES OF INCORPORATION  
OF  
VIRTUAL MEDIA SERVICES, INC.

FILED  
JAN 3 1996  
CLERK OF COURT  
JAN 3 1996

I, the undersigned, for the purpose of becoming a Corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the Corporation is VIRTUAL MEDIA SERVICES, INC.,

ARTICLE II

EFFECTIVE DATE  
4-1-96

The nature of the corporation's business to be transacted is:

A. To sell, program, support, maintain, and/or conduct any business related to computers and information systems.

B. To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this State or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

STEVEN L. LUBELL, ESQ.

FL. Bar No. 0002437

(305) 893-5500

1700 San Souci Blvd. Playa #1, N. Miami, FL 33181

H96000004799

H 960000 04799

#### ARTICLE V

The maximum number of shares of stock of this Corporation is authorized to have outstanding at any time shall be 500 shares of One (\$1.00) Dollar par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock," as such term is defined in the Internal Revenue Code and the Regulations issued thereunder. 251 shares shall be issued to Blake Mitchell Burdeen and 294 shares shall be issued to Deborah Elaine Burdeen.

#### ARTICLE VI

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 price at which it is offered to others.

#### ARTICLE VII

The street address of the initial registered office of this Corporation in the State of Florida shall be 1700 Sans Souci Boulevard, North Miami, Florida 33181, which is the principal place of the corporation; and the name of the initial registered agent of this Corporation at that address is Steven L. Lubell

#### ARTICLE VIII

The street address of the principal place of business of the corporation shall be 6775 Landings Drive #204, Lauderhill, Florida 33319.

This Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

#### ARTICLE IX

This Corporation shall exist perpetually beginning April 1, 1996.

#### ARTICLE X

This Corporation shall have one director initially. The name of the director is: Blake Mitchell Burdeen. The number of directors may be increased or diminished from time to time, By-laws adopted by the stockholders, but shall never be less than one.

H 960000 04799

H 960000 04799

ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation is as follows:

Blake Mitchell Burdeen  
6775 Landings Drive #204  
Lauderhill, Florida 33319

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this \_\_\_\_\_ day of April, 1996.

  
Blake Mitchell Burdeen

STATE OF FLORIDA     )  
SS:                         )  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, this day personally appeared, Blake Mitchell Burdeen, having produced the following form of identification: FL.D.# B635-073-67-268-0, personally known to me to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

H 960000 04799

H 96000 00096 H

Antonie Koller  
[Signature] Notary Public

  
STEVEN L. LUBELL

FILED  
96 APR -3 PM 5:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9600004799