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April 16, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

REPLY TO

Miami

Re: VIRTUAL GRAF/X, INC.
Our File No. 94-1058

8000001718-1178
-04/17/96--01058--000
***122.50 ***122.50

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of VIRTUAL GRAF/X, INC., a Florida corporation. Also enclosed is a check in the amount of \$122.50 for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN, EQUELS
& FURIA, P.A.

Judy Wikel Baxter

Judy Wikel Baxter
Legal Assistant

/jwb
Enclosures

WFWIN-39608

96 APR 17 PM 1:39
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

96-42-7

ARTICLES OF INCORPORATION
OF
VIRTUAL GRAF/X, INC.

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TALLAHASSEE
FLORIDA

The undersigned, acting as incorporator of VIRTUAL GRAF/X, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

VIRTUAL GRAF/X, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

2601 South Bayshore Drive
Suite 600
Coconut Grove, Florida 33133

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on April 15, 1996.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Coconut Grove, Florida 33133 and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Thomas K. Equels	2601 South Bayshore Drive Suite 600 Coconut Grove, Florida 33133
Jason L. Poteet	404 Beaverville Road Dalton, Georgia 30721
Patti J. Bonham	10006 Cedar Creek Houston, Texas 77042

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jorge E. Gracia	2601 South Bayshore Drive Suite 600 Coconut Grove, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 15th day of April, 1996.



Jorge E. Gracia, Incorporator

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


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That VIRTUAL GRAF/X, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Dade County, State of Florida, has named HKE&F Registered Agent Corp., as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

HKE&F REGISTERED AGENT CORP.

By: 
Arthur J. Faria, Vice-President

WPWIN-39561

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA