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LAW OFFICE
DONALD P. MARDER P.A.

PROFESSIONAL ASSOCIATION

1390 SOUTH DIXIE HIGHWAY

SUITE 1203

CORAL GABLES, FLORIDA 33146

PHONE (305) 666-0084

FAX (305) 667-9410 / 667-9597

May 6, 1996

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Virtual Office USA, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Designation of Registered Agent	<u>35.00</u>
	\$ 70.00

The incorporator has already reserved the name.

If the Articles of Incorporation are satisfactory, please file the original and return the certified copy to the undersigned.

Should you have any questions in regard to the foregoing, please contact me.

Thank you for your cooperation.

Very truly yours,

DONALD P. MARDER, P.A.

BY: Donald P. Marder
DONALD P. MARDER

DPM:cb
Encls.

FILED
96 MAY -9 AM 8 27
TALLAHASSEE, FLORIDA

SAB
5/15/96

ARTICLES OF INCORPORATION
OF
VIRTUAL OFFICE USA, INC.

FILED
06 MAY -9 AM 8 27
CLERK OF CIRCUIT COURT
DADE COUNTY, FLORIDA

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

ARTICLE I

Name

The name of this Corporation is: **VIRTUAL OFFICE USA, INC..**

ARTICLE II

Term of Corporate Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are:

(a) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(b) To acquire by purchase, or otherwise, for investment or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of, for cash or on credit by conveyance, agreement for deed, or other lawful instrument, real estate, or mixed property, located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner, agent or broker, in real estate personal and mixed property and any interest or estate therein, including subdivision, apartment houses, residences, stores, office buildings, manufacturing sites, and the lots or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to an investor in real and personal property.

(c) To lend and borrow money, be a surety, execute bail bonds and

to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges, and or other securities for the payment of same.

(d) To acquire by purchase, subscription, or otherwise, and mortgage, pledge, or otherwise dispose of bonds, notes or other securities or evidences of indebtedness, and the shares of capital stock created and issued by any other corporation or corporations, association or associations, and to purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidence created by or issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all rights, powers and privileges as such ownership, including the right to vote the same, and to do any and all lawful acts or things designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness and to guarantee dividends upon shares of the capital stock of any other corporation in which this corporation, at any time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, or either thereof, of notes, bonds or other evidences of indebtedness created by issue or such corporation; to deal in its own stocks or brokerage business.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 500 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V

Initial Principal Address

The address of the principal office is: 10511 S. W. 143rd Avenue, Miami, Florida 33186.

ARTICLE VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is: 10511 S. W. 143rd Avenue, Miami, Florida 33186, and the name of the initial registered agent at such address is: MICHELE DICKSON.

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


MICHELE DICKSON

ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the BY-Laws. The initial Board of Directors shall consist of one (1) Director.

ARTICLE VIII

Initial Board of Directors

The name and address of the person who shall serve as Director until the First Annual Meeting of Shareholders, and thereafter, or until her successors have been elected and qualified, as follows:

<u>Name</u>	<u>Address</u>
MICHELE DICKSON	10511 S. W. 143rd Avenue Miami, Florida 33186

ARTICLE IX

Initial Incorporator

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

<u>Name</u>	<u>Address</u>
MICHELE DICKSON	10511 S. W. 143rd Avenue Miami, Florida 33186

ARTICLE X

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation, which may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

ARTICLE XI

Indemnification of Directors and Officers

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person or an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of

the Corporation, or by reason of his being or having been a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal deem proper.

2. Any indemnification under Section (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amount for which director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable a quorum consisting of stockholders who were not parties to such action, suit or proceedings.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under application law.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami, Dade County, Florida, on this 30 day of April, 1996.

Michele Dickson
MICHELE DICKSON, INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day personally appeared before me, the undersigned authority, **MICHELE DICKSON**, to me well known to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of April, 1996. + Produced
P.L. DRIVER LIC 127512 # D250-547-54-861-0 FOR T.D.

Grace McGoe
Notary Public
State of Florida at Large
GRACE MCGOEY
Print Name

My Commission Expires:



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FILED
96 MAY -9 AM 8:28
MILWAUKEE, WISCONSIN