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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
408 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1482 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VIRTUAL ENTERPRISES CORPORATION
FAX AUDIT NUMBER: H96000010186
DATE REQUESTED: 07/23/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 0
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 13:25:32
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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DIVISION OF CORPORATIONS

96 JUL 23 PM 2:01

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ARTICLES OF INCORPORATION

OF

VIRTUAL ENTERPRISES CORPORATION

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is: VIRTUAL ENTERPRISES CORPORATION

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

Jonathan H. Green
2400 S. Dixie Hwy, Ste 105
Miami, Fl 33133
Fla Bar #307513
(305) 858-0008

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JONATHAN H. GREEN
c/o Jonathan H. Green, P.A.
2400 South Dixie Highway, Suite 105
Miami, Florida 33133

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

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ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

JONATHAN H. GREEN
c/o Jonathan H. Green, P.A.
2400 South Dixie Highway, Suite 105
Miami, Florida 33133

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JONATHAN H. GREEN
c/o Jonathan H. Green, P.A.
2400 South Dixie Highway, Suite 105
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, this 23rd day of July, 1976.


JONATHAN H. GREEN, Incorporator

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STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

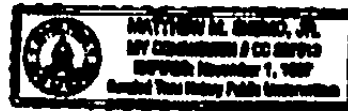
BEFORE ME, a Notary Public, personally appeared JONATHAN H. GREEN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 23rd day of July, 1976.

Matthew M. Green
NOTARY PUBLIC
State of Florida At Large

(SEAL)

My Commission Expires:



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

Pursuant to Chapter 607.0501 Florida Statutes, the following
is submitted in compliance with said Act:

That Virtual Enterprises Corporation, desiring to organize
under the laws of the State of Florida, with its principal office,
as indicated in the Article of Incorporation at Miami, County of
Dade, State of Florida, has named JONATHAN H. GREEN located at 2400
South Dixie Highway, Suite 105, City of Miami, County of Dade,
State of Florida, as its agent to accept service of process within
the state.

ACKNOWLEDGMENT

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

Dated this 23rd day of July, 1976.


JONATHAN H. GREEN

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA