

P96000073688

ALAN J. DAVIS
577 Serenity Place
LAKE MARY, FLORIDA 32740
407-321-0000

August 27, 1996

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

000001936540
-08/30/96-01025-013
***122.50 ***122.50

Gentlemen:

Attached please find two copies of the Articles of Incorporation and two copies of the Certificate Designating Registered Office and Registered Agent for VIRTUS, INC.

In addition, please find a check made payable to the Division of Corporations in the amount of \$122.50 for the filing fee.

Thank you for your cooperation.

Very truly yours,


Alan J. Davis

FILED
95 AUG 30 PM 12:17
TALLAHASSEE, FLORIDA

Dmc
9/5/96

ARTICLES OF INCORPORATION
OF
VIRTUS, INC.

FILED
95 AUG 30 PM 12:17
STATE
TALLAHASSEE, FLORIDA

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

Article I
Name

The name of the corporation is VIRTUS, INC.

Article II
Duration

This corporation shall exist perpetually.

Article III
Purposes

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

Article IV
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.001 per share, and 5,000 shares of stock preferred as to dividends having a par value of \$0.10 per share.

Article V
Principal Place of Business

The address of the principal place of business of the corporation is:

577 Serenity Place
Winter Park, Florida 32792

Article VI
Initial Registered Office and Agent

The street address of the Initial registered office of this corporation is 577 Serenity Place, Lake Mary, Florida 32746, and the name of the Initial registered agent of this corporation at that address is Alan J. Davis.

Article VII
Directors

Section 6.1 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the Initial director of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Alan J. Davis	577 Serenity Place Lake Mary, Florida 32746

Article VIII
Incorporators

The name and street address of the incorporators of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Alan J. Davis	577 Serenity Place Lake Mary, Florida 32746

Article IX
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation this 28 day of August, 1996.

Alan J. Davis
Alan J. Davis

STATE OF FLORIDA

COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 28 day of August, 1996.

Dickie A. Webb
Notary Public, State of Florida
My Commission Expires: 12-04-98




VICKIE A. WHITEMORE
My Comm. Exp. 12/04/98
Bonded By Service Inc
No. CC124169
My Family Name: WHITEMORE

CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

FILED
95 AUG 30 PM 12:17
CLERK
FLORIDA

In compliance with Florida Statutes Section 48.091, 607.034, the following
is submitted:

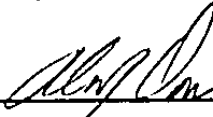
VIRTUS, INC., desiring to organize or qualify under the laws of the State
of Florida hereby designates Alan J. Davis as its registered agent to accept
service of process within the State of Florida and the address of its registered
office shall be 577 Serenity Place, Winter Park, Florida, 32792.



Alan J. Davis

Dated: 28 Aug 96

Having been named to accept services of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.



Alan J. Davis

Dated: 28 Aug 96