

P960000075301

September 5, 1996

Secretary of State,
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Regarding: V-Net, Inc.

Enclosed are the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation, and Fee for Registered Agent Designation for the above named corporation.

Sincerely,


Mark Zimmerman
800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

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****122.50 ****122.50

P.S. Please return the certified copy in the
Enclosed FedEx Package. Thank you.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-11-96
KR

ARTICLES OF INCORPORATION

V-NET, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION, PURSUANT TO THE FLORIDA BUSINESS CORPORATIONS ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

V-NET, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this Corporation is being initially organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under the Florida Business Corporations Act.

ARTICLE III. PRINCIPAL OFFICE

The principal office and place of business of the corporation, with the privilege of having additional offices at other places within the state of Florida, and within or without the United States of America shall be at:

800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation and its initial registered agent shall be:

Mark Zimmerman
800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

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ARTICLE V. INITIAL BOARD OF DIRECTORS

The Initial Board of Directors of the Corporation shall consist of 5 (five) directors:

Robert Johnson
800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

Mark Zimmerman
800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

J. Edward Hastings
800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

Herbert Zimmerman
800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

Brian Spitzer
800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

The number of Directors of the Corporation may be changed from the number of Directors stated above at any time by affirmative vote of a majority of the stockholders.

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time shall be 100,000 (One hundred thousand) shares of common stock at \$ 1.00 par value. There shall be only one class of shares.

ARTICLE VII. INCORPORATOR

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

Mark Zimmerman
800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

ARTICLE VIII. OFFICERS

The Officers of this Corporation shall consist of a President, 2 Vice Presidents a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of this Corporation. Such other officers and assistant officers and agents, that may be deemed necessary, may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 5th day of September, 1996


Mark Zimmerman

State Of Florida
County of Dade

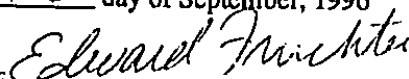
Before me, the undersigned authority, personally appeared Mark Zimmerman, to me known as the person described in and who executed and subscribed to the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal on this 6 day of September, 1996

①: FLDL# ZS65-559-62725-0



EDWARD FRUCHTER
MY COMMISSION # CG 245835 EXPIRES
December 13, 1998
BONDED THRU TROY FARM INSURANCE, INC.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First, the name of the corporation is: V-Net, Inc.

Second, the name and address of the registered agent and office is:

Mark Zimmerman
800 W. Oakland Park Blvd. #103
Ft. Lauderdale, FL 33311

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as registered agent.


Mark Zimmerman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA