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CLIFFORD M. ABLES, III, P.A.

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March 12, 1997

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State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: VIRTUAL ECHO, INC.

Dear Sirs:

Enclosed please find original and one copy of Articles of Incorporation and Certificate Designating registered Agent for the above referenced corporation. Please file these Articles and return a certified copy to me. A check in the amount of \$122.50 is enclosed to cover the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

TOTAL \$ 122.50

Thank you,



Clifford M. Ables, III
CMA:meg
Enclosures
cc: Client

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CORPORATIONS

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ARTICLES OF INCORPORATION
OF

VIRTUAL ECHO, INC.

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is VIRTUAL ECHO, INC.

ARTICLE II. 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 State of Florida.

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS.

The principal office place of business shall be:

4116 Medina Way, Sebring, Florida 33872

The mailing address of this corporation shall be:

4116 Medina Way, Sebring, Florida 33872

ARTICLE V. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to

time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the initial directors of this Corporation are:

MIGUEL PENA
1120 8th Avenue
Sebring, Florida 33870

GABRIEL PULIDO
4116 Medina Way
Sebring, Florida 33872

PETER BAJOHR
8649 N. Himes Avenue
Apartment 225
Tampa, Florida 33614

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Clifford M. Ables, III
457 South Commerce Avenue
Sebring, Florida 33870

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX. INCORPORATOR.

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

GABRIEL PULIDO
4116 Medina Way
Sebring, Florida 33872

ARTICLE X. AMENDMENT

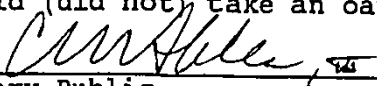
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 12 day of March, 1997.

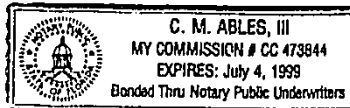

GABRIEL PULIDO, President

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 12 day of March, 1997, by GABRIEL PULIDO, President who is personally known to me or who has produced for identification _____ (type of identification) and is known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and who did (did not) take an oath.


Notary Public
Printed Name:

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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Pursuant to the provisions 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.

1. The name of the corporation is:

VIRTUAL ECHO, INC.

2. The name and address of the registered agent and office is:

CLIFFORD M. ABLES, III
457 South Commerce Avenue
Sebring, Florida 33870

Signature _____

Title President

Date 3-12-97

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature _____

CLIFFORD M. ABLES, III

Date _____

3-12-97