

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

RE: Virtuous Women, Inc.

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED

DATE 4-2-97 \_\_\_\_\_TIME 9:20 \_\_\_\_\_ CK No. \_\_\_\_\_BY DLC \_\_\_\_\_

WALK-IN  
Will Pick Up \_\_\_\_\_

Capital Express™

Art. of Inc.

Corp. Record Search

Lit. Partners to File

Foreign Corp. File

( ) Corp. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ( )

Top Priority

Express Mail Prep.

FAX ( ) pgs.

## SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION

OF

VIRTUOUS WOMEN, INC.

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

ARTICLE I. NAME

The name of the corporation shall be: Virtuous Women, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 11 Yacht Club Drive, Ft. Walton Beach, Florida 32548.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: James C. Campbell, 184 Eglin Parkway, N.E., Suite 2, Ft. Walton Beach, FL 32548.

ARTICLE V. DURATION

This corporation shall have a perpetual existence.

ARTICLE VI. RIGHTS OF SHARES OF CAPITAL STOCK

Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

#### ARTICLE VIII. INCORPORATOR

The names and street addresses of the incorporator of these Articles of Incorporation is: LuAnn Triliegi, 915 Sara Drive, Shalimar, Florida 32579, and Kay Green, 240 Wynne Haven Beach Road, Mary Esther, Florida 32569.

#### ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of director may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1).

The names and addresses of the initial director of this corporation shall be, LuAnn Triliegi, 915 Sara Drive, Shalimar, Florida 32579, and Kay Green, 240 Wynne Haven Beach Road, Mary Esther, Florida 32569.

#### ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

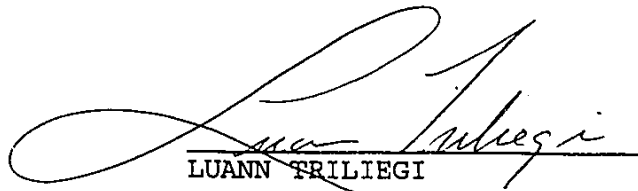
#### ARTICLE XI. CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XII. AMENDMENT

This corporation shall reserve the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

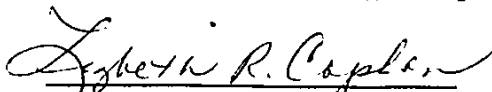
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27<sup>th</sup> day of March, 1997.

  
LUANN TRILIEGI

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.


WITNESS my hand and official seal in the County and State last aforesaid this 28<sup>th</sup> day of March, 1997.

  
NOTARY PUBLIC  
My Commission Expires:



LIZBETH R. COPLAN  
COMMISSION # CC580380  
EXPIRES OCT 20, 2000  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of March, 1997.

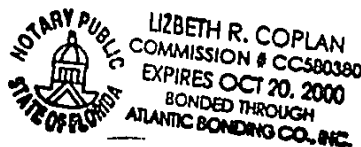
  
KAY GREEN

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of March, 1992-1997.


Lizbeth R. Coplan  
NOTARY PUBLIC  
My Commission Expires:



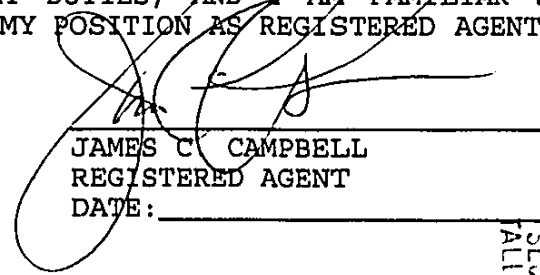
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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 Virtuous Women, Inc.
2. The name and address of the registered agent and office is James C. Campbell, 184 Eglin Parkway, N.E., Suite 2, Ft. Walton Beach, FL 32548.

  
\_\_\_\_\_  
LUANN TRILIEGI  
Director of the Board  
DATE: 3/28/97

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 OF 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 THE ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
JAMES C. CAMPBELL  
REGISTERED AGENT  
DATE: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FILED