

P97000056497

14001 SW 99th CT
Miami, Florida 33176-6714

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

Re: Articles of Incorporation for
Virtual Venues, Inc.

Ladies and Gentlemen:

Enclosed please find three original executed Articles of Incorporation for a Florida for-profit corporation named Virtual Venues, Inc., along with Check No. 704 in the amount of \$122.50 payable to the Florida Secretary of State.

Upon filing, would you kindly send the evidence of filing to me at the above-described address.

With thanks for your prompt attention to this matter, I remain,

Sincerely,

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-06/26/97--01062--002

***122.50 ***122.50

Kenneth J. Tarolla

JUN 26

BSB

FILED
97 JUN 26 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
of
VIRTUAL VENUES, INC.

FILED
97 JUN 26 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The Corporate Name that satisfies the requirements of Section 607.0401 is: **Virtual Venues, Inc.**

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is:

14001 S. W. 99 Court, Miami, Florida 33176

THIRD: The nature of the corporation's business shall be:
To engage in and transact in software development and in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

THIRD: The number of shares the corporation is authorized to issue is: **1,000 Shares Common Stock, no par value**

FOURTH: Provisions for the regulation of the internal affairs of the corporation are: **The By-laws of the corporation, as adopted by the stockholders, and as amended from time to time, shall regulate the internal affairs of the corporation.**

FIFTH: The street address of the initial registered office of the corporation is: **14001 S.W. 99 Court, Miami, Florida 33176,** and the name of its initial registered agent at such address is: **Kenneth J. Tarolla.**

SIXTH: The number of directors constituting the initial board of Directors of the corporation is **TWO (2)**, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors

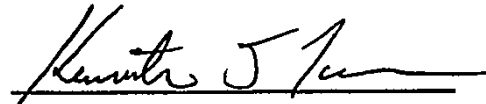
are elected and shall qualify are:

Kenneth J. Tarolla, 14001 S.W. 99 Court, Miami, FL 33176
Steve Davis, 8205 E. 60th Street, Tulsa, Oklahoma 74145

SEVENTH: The name and address of the incorporator is:

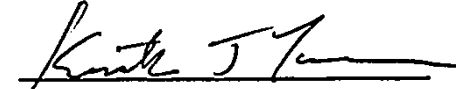
Kenneth J. Tarolla, 14001 S.W. 99 Court, Miami, FL 33176

The Undersigned has executed these Articles of Incorporation, this
13th day of June, 1997:


Kenneth J. Tarolla, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED
IN SECTION 607.0501(3) Florida Statutes: I, Kenneth J. Tarolla, am
familiar with and accept the obligations to act as Registered Agent for
Virtual Venues, Inc., as provided for in Section 607.0505 Florida Statutes.

DATE: 6/13/97


Kenneth J. Tarolla
Registered Agent

FILED
97 JUN 26 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA