

P97000072801

Lanese + Associates, Inc.

Business Consultants

12944 Prestwick Drive

Riverview, FL 33569

813 671-4776

FAX 671-2607

August 18, 1997

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

RE: VIRTUAL SECRETARY, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Please return the certified copy to:

Lanese + Associates, Inc.
12944 Prestwick Drive
Riverview, FL 33569

100002273221--7
-08/21/97--01013--002
***122.50 ***122.50

Your assistance is greatly appreciated.

Sincerely,



Nicholas Lanese, C.P.A.

NL/jm
Enclosures

FILED
97 AUG 21 AM 9:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TM- 8/22/97

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ARTICLES OF INCORPORATION

FOR

Virtual Secretary, Inc.

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DIVISION OF CORPORATIONS,
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be Virtual Secretary, Inc.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Two Thousand (2000) shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

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

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ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which is already held, shall have the right to purchase his pro rate share thereof (as nearly as may be done without assurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 5820 N. Dormany Road, Plant City, FL 33565 and the name of the initial Registered Agent of this Corporation at that address is Deanna K. Grayson.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial Director of this Corporation is as follows:

Deanna K. Grayson
5820 N. Dormany Road
Plant City, FL 33565

ARTICLE IX - INCORPORATOR

The name and address of the person signing these

Articles is:

Deanna K. Grayson
5820 N. Dormany Road
Plant City, FL 33565

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ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent of the law.

ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is located at 5820 N. Dormany Road, Plant City, FL 33565.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 13th day of

August, 1997.

Deanna Grayson
Director Signature

8-13-97
Date

FILED
97 AUG 21 AM 9:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in
compliance with said Act:

First: Virtual Secretary, Inc. desiring to organize as indicated in the Articles of
Incorporation in the City of Plant City, County of Hillsborough, State of Florida, has
named DEANNA K. GRAYSON whose business office is located at 5820 N. Dormary
Road, FL 33565 as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at
the place designated in this Certificate, I hereby accept to act in this capacity and agree
to comply with the provision of said Act relative to keeping open said office.

Deanna Grayson 8-13-97
Registered Agent Signature Date