

P97000082964

VIRTUAL SIGNS CORP INC
8741 S.W. 94th Street No 29
Miami, FL 33176

City/State/Zip

Phone #

Luis A. DIAZ (305) 595-6694

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-09/17/97--01038--010

*****75.00 *****75.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

(904) 754-4667

1. Virtual Signs Corporation, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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*****3.75 *****3.75

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

W97-21441

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nedeau SEP 25 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1997

VIRTUAL SIGNS CORP., INC.
8741 S.W. 94TH ST., NO. 29
MIAMI, FL 33176

SUBJECT: VIRTUAL SIGNS CORPORATION, INC.
Ref. Number: W97000021441

We have received your document for VIRTUAL SIGNS CORPORATION, INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE ELIMINATE THE WORD CORPORATION OR INC. FROM YOUR NAME. THIS IS A DOUBLE SUFFIX AND EITHER ONE WILL BE PROPER TO FILE YOUR DOCUMENT. ALSO PLEASE PROVIDE \$3.75 MORE IF YOU WANT A CERTIFICATE OF STATUS WITH YOUR ARTICLES, THAT TOTAL FILING FEE IS \$78.75.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 997A00046228

ARTICLES OF INCORPORATION
OF
VIRTUAL SIGNS CORPORATION.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is VIRTUAL SIGNS CORPORATION.

ARTICLE TWO

The period of duration of the corporation is perpetual.

ARTICLE THREE

The purposes of the corporation include but are not limited to the acquisition, manufacturing and sale of advertising/display signs & related visual arts throughout the State of Florida and elsewhere as allowed by law, as the corporation may own or acquire, the research and development of marketing techniques and strategies, public relations matters relating to such properties, site planning and engineering everything otherwise necessary, proper, advisable, or convenient for the accomplishment of the aforesaid purposes, including but not limited to the purchase or leasing, and use of any equipment necessary for implementing the purpose of the corp. and to do all other things incidental to the said purposes that are not forbidden by the corporate laws of the State of Florida or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of the state, territory, district, or possession of the United States, or by the foreign country. None of the above purposes shall in anyway be construed to limit the

L. L. King, Jr.

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power and ability of the corporation to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE FOUR

The initial street address in Florida of initial registered office of the corporation is 8741 S.W., 94 St., # 29, Miami, Fl. 33176, and the name of the initial registered agent at such address is LUIS A DIAZ.

ARTICLE FIVE

Number. The aggregate number of shares that the corporation shall have the authority to issue is a hundred (100) shares of Capital Stock with a par value of \$1.00 per share.

Initial issue. Four (4) shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE SIX

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to wit: President, Vice President/Secretary, and Vice President/Treasurer. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said Corporation, and the same officers shall be elected at the annual meeting of stockholders of said Corporation, immediately after adjournment of the meeting of the Board of Directors.

Upon the first meeting of the stockholders herein provided for and until his successor shall be elected and qualified, the business of the corporation shall be transacted by the incorporators herein.

ARTICLE SEVEN

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows :

NAME	NUMBER & STREET	CITY	STATE	ZIP-CODE
VICTOR A SALAS (President)	1400 SW, 49 Terr.	Ft. Lauderdale	Fl.	33317
LUIS A DIAZ, (Executive V.P)	8741 SW, 94 St. #29,	Miami	Fl.	33176
FRANCO SALAS C., (Secretary-Treasurer)	1400 SW. 49 Terr.	Ft. Lauderdale	Fl.	33317
FERNANDO CANCINO, (Fiscal and Assistance V.P)	10850 SW. 153 Rd.	Ct, Miami	Fl.	33196.

ARTICLE EIGHT

The name and addresses of the initial incorporators are as follows:

L. Diaz

NAME	NUMBER & STREET	CITY	STATE	ZIP-CODE
VICTOR A SALAS,	1400 S.W. 49 Terr.,	Ft. Lauderdale,	Fl.	33317
LUIS A DIAZ,	8741 S.W., 94 St.# 29,	Miami,	Fl.	33176
FRANCO SALAS C.	1400 S.W. 49 Terr.,	Ft. Lauderdale,	Fl.	33317
FERNANDO CANCINO,	10850 S.W., 153 Rd. Ct.	Miami,	Fl.	33196

ARTICLE NINE

An affirmative vote of (Two Thirds) of the shares of the corporation shall be required for any shareholder action, and for this purpose all shareholders will have equal voting privileges; Victor Salas will have veto's power.-

ARTICLE TEN

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a (two thirds) vote of the common stock.

ARTICLE ELEVEN

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property, or services from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder all shares of common stock currently authorized (authorized and issued).

ARTICLE TWELVE

The stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the stockholders of this Corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a stockholder of this Corporation.

ARTICLE THIRTEEN

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

L. Diaz

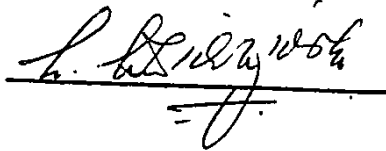
ARTICLE FOURTEEN

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 a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

ARTICLE FIFTEEN

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholders intend to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Miami, Florida on this day of August 29 1997.

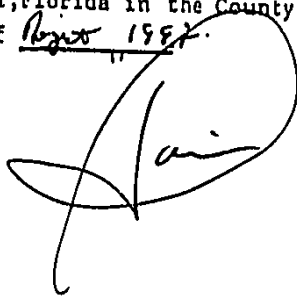


STATE OF FLORIDA

COUNTY OF DADE

Before me, the undersigned authority, personally appeared
, who is to me well known to be the person
described in and who subscribed the above articles of incorporation,
and she freely and voluntarily acknowledge before me according to
law that she made and subscribed the same for the uses and purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal, at Miami, Florida in the County of Dade, State of Florida this
29th day of August 1997.





JOHN J. ZALDIVAR
COMMISSION # CC600782
EXPIRES JAN 18, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

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 to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said act:

First, that LUIS A. DIAZ
to organize under the laws of the State of Florida with its
principal office as indicated in the Articles of Incorporation
at, 8741 S.W. 94 Street, No. 29, Miami, Fl. 33176
has named AGENT
as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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



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