

P9700010096C

WHEELER, HACKNEY & MILLER, P.A.
ATTORNEYS AND COUNSELORS AT LAW
PRACTICE LIMITED TO WEALTHCARESM
INTERNET: www.wealthcare.com

KENNETH B. WHEELER, LL.M. TAX
EMAIL: kwheeler@wealthcare.com

ROBERT C. HACKNEY
EMAIL: rhackney@wealthcare.com

DONALD W. MILLER
EMAIL: dmiller@wealthcare.com
ALSO ADMITTED:
NEW JERSEY

OF COUNSEL
RICHARD C. JANS, P.A.

PLEASE RESPOND TO:

□ PALM BEACH OFFICE:
ADMIRALTY OFFICE TOWER TWO
4400 PGA BOULEVARD, SUITE 505
PALM BEACH GARDENS, FL 33410
(561) 627-0677
FAX: (561) 625-4685

WINTER PARK OFFICE:
1155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FL 32789
(407) 645-1779
FAX: (407) 740-5691

November 24, 1997

Department of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

Via - Federal Express
800925288118

Re: The Virtual Trading Room, Inc.

300002356833--7
-11/25/97--01057--021
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation for filing. Please return the copy with the filing information stamped on it. A return envelope is provided for your convenience.

Also Enclosed is our firm check #2371 in the amount of 70.00 for the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

WHEELER, HACKNEY & MILLER, P.A.

Vickie L. Parker
Vickie L. Parker
Legal Assistant to
Robert C. Hackney, Esq.

FILED
97 NOV 25 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/vlp
Enclosures

11/28/97

**ARTICLES OF INCORPORATION
OF
THE VIRTUAL TRADING ROOM, INC.**

FILED
97 NOV 25 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation shall be:

THE VIRTUAL TRADING ROOM, INC.

**ARTICLE II
DURATION**

The Corporation shall exist perpetually until dissolved according to law.

**ARTICLE III
NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV
AUTHORIZED SHARES**

The total number of shares of all classes which the Corporation shall have authority to issue is Two Hundred Thousand (200,000.00) shares, of which One Hundred Thousand (100,000.00) shares, \$0.01 par value, shall be a class designated "Class A Common" and One Hundred Thousand (100,000.00) shares, \$0.01 par value, shall be a class designated "Class B Common." All of the rights of the classes shall be the same except that Class B Common shall have no voting rights.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

Wheeler, Hackney & Miller, P.A.
1155 Louisiana Avenue, Suite 100
Winter Park, Florida 32789

The name of the initial registered agent of this Corporation at that address shall be:

KENNETH B. WHEELER

**ARTICLE VI
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) Director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

**ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
ABRAHAM COFNAS	1177 Louisiana Avenue, Suite 202 Winter Park, FL 32789

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

ABRAHAM COFNAS
1177 Louisiana Avenue, Suite 202
Winter Park, Florida 32789

**ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and principal office of the corporation is:

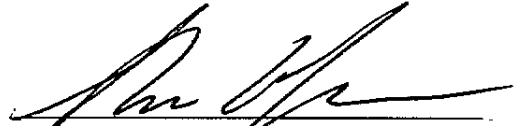
1177 Louisiana Avenue, Suite 202
Winter Park, Florida 32789

**ARTICLE IX
SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

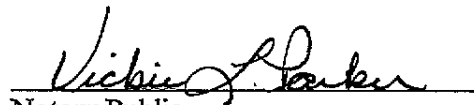
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, for the uses and purposes aforesaid, this 24th day of November, 1997.


ABRAHAM COFNAS
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

On this 24th day of November, 1997, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared ABRAHAM COFNAS, to me personally known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public



VICKIE L. PARKER
My Commission CC528485
Expires Mar. 17, 2000

DESIGNATION AND ACCEPTANCE


OF

REGISTERED AGENT

THE VIRTUAL TRADING ROOM, INC.

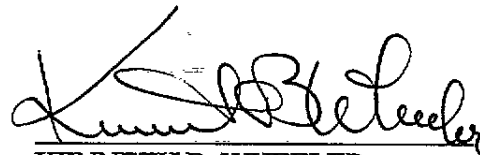
Pursuant to Florida Statute, THE VIRTUAL TRADING ROOM, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named KENNETH B. WHEELER located thereat as its registered agent to accept service of process within this state.

By:


ABRAHAM COFNAS,
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:


KENNETH B. WHEELER,
Registered Agent

FILED
97 NOV 25 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA