

P97000102392

December 1, 1997

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

Re: VirtualPTT, INC.

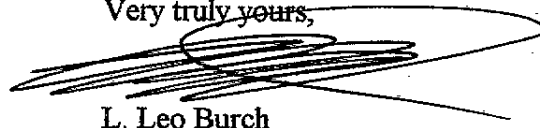
Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named entity together with a check in the sum of \$122.50 which represents the following fees:

Filing Fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



L. Leo Burch

Enclosures

EFFECTIVE DATE
11-20-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11-20-97

ARTICLES OF INCORPORATION
OF
VirtualPTT, INC.

ARTICLE I CORPORATE NAME

The name of this corporation is **VirtualPTT, INC.**

ARTICLE II PURPOSE

The general nature of the business or businesses to be transacted is as follows

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

To issue bonds debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the share of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms the corporation's board of directors may deem necessary or

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expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 6,000,000, designated as follows:

5,000,000 shares of common shares at the par value of one cent (\$0.01) each; and

1,000,000 shares of preferred stock at the par value of one cent (\$0.01) each. The preferences shall be designated by the Board of Directors prior to the issuance of said shares.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing November 20, 1997.

ARTICLE V PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation will be at 1819 South Riverview Drive, Melbourne, Florida, 32901 or such other address as the Board of Directors may designate.

ARTICLE VI BOARD OF DIRECTORS

This Corporation shall have the following number of initial directors: Three (3). The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INITIAL DIRECTORS

The names and street addresses of the initial directors of this Corporation is:

NAME

ADDRESS

L. Leo Burch

1391 Barber Street
Sebastian, Florida 32958

Michael K. Clifford

1819 South Riverview Drive
Melbourne, Florida 32901

Jerry Stewart

1819 South Riverview Drive
Melbourne, Florida 32901

ARTICLE VIII INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME

L. Leo Burch

ADDRESS

1391 Barber Street
Sebastian, Florida 32958

ARTICLE IX INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are:

NAME

L. Leo Burch

ADDRESS

1391 Barber Street
Sebastian, Florida 32958

ARTICLE X AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned has executed these articles of incorporation on November 28, 1997.


L. LEO BURCH
Incorporator

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STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is VirtualPTT, INC.
2. The address of the registered office is 1819 South Riverview Drive, Melbourne, Florida 32901.
3. The name of the registered agent at the registered office is L. Leo Burch.

Dated: November 28, 1997.

By: 

L. Leo Burch
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 28, 1997.


L. Leo Burch

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SECURITY STATE
TALLAHASSEE, FLORIDA