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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VIRTUAL REALTY & INVESTMENTS, INC.

AUDIT NUMBER.....H97000020348

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION  
OF  
VIRTUAL, INC.**

The undersigned incorporator hereby adopts the following articles of incorporation, for the purpose of forming a corporation under the Florida General Corporation Act.

**ARTICLE ONE  
NAME**

The name of the Corporation shall be:

**VIRTUAL, INC.**

**ARTICLE TWO  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Corporation shall be:

**4174 SW 9th Street  
Miami, FL 33134**

**ARTICLE THREE**

The purpose of the Business shall be:

**Real Estate Services**

**ARTICLE FOUR  
CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any given time is:

**1000**

**ARTICLE FIVE  
REGISTERED AGENT**

The name and address of the initial registered agent is:

**ANDREW P. MARRERO, 4174 SW 9th Street, Miami, FL. 33134**

Prepared By:  
**M. Jorge Areces, P.A.  
780 NW Le Jeune Road  
Suite 318  
Miami, FL 33126  
Ph.# (305) 442-2283  
Florida Bar No. 796514**

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ARTICLES OF INCORPORATION  
PAGE 2 OF 2

**ARTICLE SIX  
NAME AND ADDRESS OF INCORPORATOR**

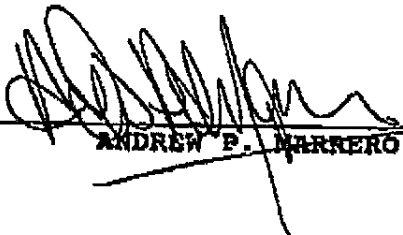
The name and street address of the incorporator to these articles of incorporation is:

ANDREW P. MARRERO  
4174 SW 9th Street  
Miami, FL 33134

**ARTICLE SEVEN  
NAMES AND ADDRESSES OF OFFICERS**

**PRESIDENT:** ANDREW P. MARRERO  
**VICE PRESIDENT:** ANDREW P. MARRERO  
**SECRETARY:** ANDREW P. MARRERO  
**TREASURER:** ANDREW P. MARRERO  
**ADDRESS:** 4174 SW 9th Street  
Miami, FL 33134

The undersigned has executed these articles of incorporation on this the 17th day of DECEMBER, 1997.

  
\_\_\_\_\_  
ANDREW P. MARRERO

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT & REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE BELOW-REFERENCED CORPORATION, ORGANIZED UNDER THE LAWS OF FLORIDA, HEREBY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING IT'S REGISTERED AGENT & REGISTERED OFFICE, IN AND FOR THE STATE OF FLORIDA.

NAME OF CORPORATION

VIRTUAL, INC.

REGISTERED AGENT & REGISTERED OFFICE

ANDREW P. MARRERO  
4174 SW 9th Street  
Miami, FL. 33145

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SIGNATURE OF REGISTERED AGENT

12/17/97  
DATE

I, ANDREW P. MARRERO, HAVING BEEN NAMED THE REGISTERED AGENT OF VIRTUAL, INC. FOR THE PURPOSE OF ACCEPTING SERVICE OF PROCESS AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT OF SAID CORPORATION AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND THAT I AM FAMILIAR WITH AND DO ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
SIGNATURE

12/17/97  
DATE

A\CORP.#2-CERTDES.AND

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