

P980000/0053

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 2 AM 10:30

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

600002408926--4
-01/22/98--01080--018
*****78.75 *****78.75

SUBJECT: VIRTUAL ACCENTS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ERNEST FURNARI Jr
Name (Printed or typed)

6804 WEATHERBY COURT
Address

NAPLES, FL 34104
City, State & Zip

941-353-8267

Daytime Telephone number

789, 2557, 2557, 2550
w/98-1686

NOTE: Please provide the original and one copy of the articles.

D. BROWN FEB - 2 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 23, 1998

ERNEST FURNARI JR.
6804 WEATHERBY COURT
NAPLES, FL 34104

SUBJECT: VIRTUAL ACCENTS, INC.
Ref. Number: W98000001686

We have received your document for VIRTUAL ACCENTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 298A00004017

Articles of Incorporation of

Virtual Accents, Inc.

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Article I – Name

The name of the corporation is **Virtual Accents, Inc.**

Article II – Duration

The corporation shall have a perpetual duration unless dissolved by a vote of the shareholders as hereafter provided.

Article III – Purpose

The corporation is organized for the following purposes:

- A. To engage in the marketing of merchandise, and
- B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment of furtherance of the purposes or objectives of this corporation, and
- C. For any lawful purpose under the laws of the state of Florida and under the laws of the United States of America.
- D. The professional services of this corporation shall be carried out only through the officers, employees and agents of the corporation.

Article IV – Capital Stock

The total number of shares of capital stock which the corporation shall be authorized to issue is **Ten Thousand** (10,000) shares. Such shares shall be of a single class of common stock and shall have a par value of **One Cent** (\$.01) per share.

Article V – Principal Office

The address of the corporation's principal office is 6804 Weatherby Court, Naples, Florida 34104. The name of the initial Registered Agent of the Corporation is Ernest Furnari Jr., whose mailing address is 6804 Weatherby Court, Naples, Florida 34104.

Article VI – Corporate Powers

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

Article VII – Incorporator

The name and address of the person signing these articles of Incorporation as incorporator is Ernest Furnari Jr., 6804 Weatherby Court, Naples, Florida 34104.

Article VIII – Bylaws

The initial directors shall submit the proposed bylaws to shareholders at a meeting to be held for that purpose not more then 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of $\frac{3}{4}$ of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

Article IX – Dissolution

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders, or (2) on the affirmative vote of the holders of at least $\frac{2}{3}$ of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

Article X – Registered Agent

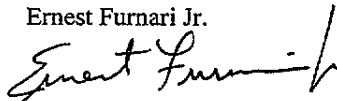
The name of the initial Registered Agent of the Corporation is Ernest Furnari Jr., whose mailing address is 6804 Weatherby Court, Naples, Florida 34104.

Article XI – Officers and Directors

The corporation shall have two directors, Ernest Furnari Jr., whose mailing address is 6804 Weatherby Court, Naples, Florida 34104 and Gerald Furnari, 119 Lawrence Avenue, Hauppague, New York 11788. The shareholders will decide, at their first shareholders meeting, the number of, and holders of, all corporate officers. The director and officer (or officers) shall hold office for the first year of the corporation or until successors are elected or appointed.

IN WITNESS HEROFF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Naples, Collier County, Florida, on this 19th day of January 1998.

Ernest Furnari Jr.



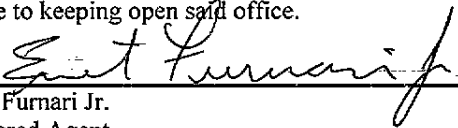
CERTIFICATES DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First – That VIRTUAL ACCENTS, INC., a new Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Naples, County of Collier, State of Florida, has named Ernest Furnari Jr., with offices located at 6804 Weatherby Court, Naples, Florida 34104, as its 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 provisions of said Act relative to keeping open said office.



Ernest Furnari Jr.
Registered Agent

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