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ACCOUNT NO. : 072100000032

REFERENCE : 114893 4351925

AUTHORIZATION :

COST LIMIT :

Patricia Pigato
43.75

ORDER DATE : January 27, 1999

ORDER TIME : 3:11 PM

ORDER NO. : 114893-005

400002758144--2

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
CONE YONG STEWART & HOUSTON,
CONE YONG STEWART & HOUSTON,
P.O. Box 4550

Jacksonville, FL 32201

DOMESTIC FILING

NAME: VIRTUAL BUSINESS NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

43.75
FILE
EST
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 28 PM 4:01

FILED

**AMENDED and RESTATED
ARTICLES of INCORPORATION
of**

VIRTUAL BUSINESS NETWORK, INC.

FILED
99 JAN 28 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for Virtual Business Network, Inc., prior to the time the corporation has any shareholders or directors, hereby adopts the following Amended and Restated Articles of Incorporation, for which no shareholder approval or director approval is necessary:

ARTICLE I

Name

The name of the corporation is **VIRTUAL BUSINESS NETWORK, INC.**

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 5200 Newberry Road, Suite D-9, Gainesville, Florida 32607.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share.

(b) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this corporation is 5200 Newberry Road, Suite D-9, Gainesville, Florida 32607, and the name of the registered agent of this corporation at that address is Gerald H. McCoy, Jr.

ARTICLE VII

Directors

(a) **Number.** This corporation shall have six directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the
31st day of December, 1998.

Henry T. Lane, Sr., Deceased

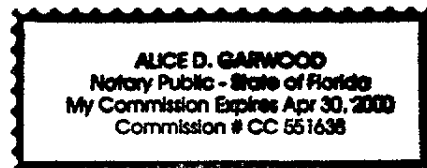
By: H. Thomas Lane, Jr.
H. Thomas Lane, Jr., Executor of the Estate of
Henry T. Lane, Sr.

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 31st day of Dec.,
1998, by H. Thomas Lane, Jr., (~~xx~~) who is personally known to me and who took an oath.

NOTARY PUBLIC:

Alice D. Garwood



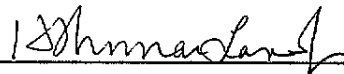
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Virtual Business Network, Inc., desiring to qualify under the laws of the State of Florida hereby designates **Gerald H. McCoy, Jr.** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **5200 Newberry Road, Suite D-9, Gainesville, Florida 32607**.

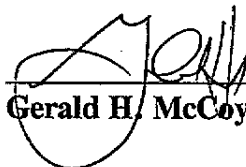
DATED this 31st day of December, 1998.

Henry T. Lane, Sr., Deceased

By: 
H. Thomas Lane, Jr., Executor of the Estate of
Henry T. Lane, Sr.

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent 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 I am familiar with and accept the obligations of my position as registered agent.

DATED this 31st day of December, 1998.


Gerald H. McCoy, Jr., Registered Agent