

5/19/98

P98000045169

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:28 PM

((H98000009424 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VIRTUAL CONNECT, INC.

AUDIT NUMBER.....H98000009424

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:01:13

APPROVED
AND
FILED
98 MAY 19 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18. BROOK MAY 19 1998

(3)

H98000009424

ARTICLES OF INCORPORATION

NAME

The name of the corporation is: Virtual Connect, Inc.

PRINCIPAL OFFICE

The principal office of the corporation is: 111 Northeast 1st Street, 4th Floor, Miami, FL, 33132.

NUMBER OF SHARES

The number of shares the corporation is authorized to issue is 1000 shares with a par value of \$1.00 each.

INITIAL BOARD OF DIRECTORS

The incorporator shall hold an organizational meeting at the call of a majority of the incorporators to elect directors and complete the organization of the corporation, or may take such action without a meeting in writing as provided by law.

PREEMPTIVE RIGHTS

The Shareholders shall have the preemptive right to purchase unissued shares of the corporation.

INCORPORATOR

The name and address of each incorporator is: Daniel E. Oates, 1500 East Atlantic Boulevard, Suite B, Pompano Beach, FL, 33060.

REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is as follows: Daniel E. Oates, 1500 East Atlantic Boulevard, Suite B, Pompano Beach, FL, 33060.

PREPARED BY:
DANIEL E. OATES, P.A.
1500 East Atlantic Boulevard
Suite B
Pompano Beach, FL 33060
Telephone: (954) 942-6500
FLORIDA BAR NO. 233811

APPROVED
AND
FILED
98 MAY 19 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000009424

H98000009424

ACCEPTANCE

The undersigned does hereby accept his appointment as registered agent as set forth above.


DANIEL E. OATES

IN WITNESS WHEREOF the undersigned incorporator has hereunto set his hand and seal on this 19 day of May, 1998

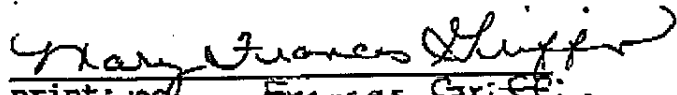

DANIEL E. OATES

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19 day of May, 1998, by DANIEL E. OATES, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC


print: Mary Frances Griffin

State of Florida at Large
My Commission Expires:



H98000009424

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 19 PM 3:39

APPROVED
AND
FILED