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TEXAS98 FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (850)385-6735  
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FAX #:

NAME: VIRTUAL LANDS, INC. AUDIT NUMBER.....H98000012201 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
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## ARTICLES OF INCORPORATION OF VIRTUAL LANDS, INC.

The undersigned, natural person competent to contract, hereby subscribes to these Articles to form a corporation under and pursuant to the laws of the State of Florida for the purposes hereinafter stated.

### ARTICLE I. CORPORATE NAME

The name of this corporation is:

**VIRTUAL LANDS, INC.**  
370 Minorca Ave. #1  
Coral Gables, Fl. 33134

### ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

### ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

### ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

#### NAME

John M. Thomson

#### ADDRESS

370 Minorca Ave., #1  
Coral Gables, Florida 33134

JOHN M. THOMSON, ESQ.  
370 MINORCA AVENUE, #1  
CORAL GABLES, FLORIDA 33134  
F.B.N. 081206  
305-443-5444

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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. 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 director. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN M. THOMSON	370 Minorca Avenue, #1 Coral Gables, Florida 33134

#### ARTICLE VII. INITIAL DIRECTOR

The persons named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

#### ARTICLE VIII. INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
John M. Thomson	The Law Center, Suite One 370 Minorca Ave., Suite One Coral Gables, FL 33134

#### ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written

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statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

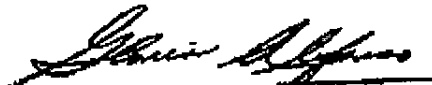
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 30 day of June, 1998.

  
JOHN M. THOMSON, Incorporator

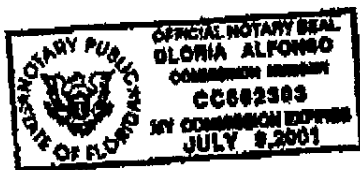
STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, personally appeared JOHN M. THOMSON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 30<sup>TH</sup> day of June, 1998.

NOTARY PUBLIC

sign   
print Gloria Alfonso  
State of Florida at Large

My Commission Expires:



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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of VIRTUAL LANDS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 30 day of June, 1998.

  
JOHN M. THOMSON

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