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Division of Corporations

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## Florida Department of State

Division of Corporations

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**VIRTUAL FINANCIAL HOLDINGS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
VIRTUAL FINANCIAL HOLDINGS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: VIRTUAL FINANCIAL HOLDINGS, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 750 East Sample Road, Suite 204, Pompano Beach, FL 33064.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

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

James M. Schneider, Esq., FL Bar # 214338  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value \$.01 per share.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: SOUTH FLORIDA REGISTERED AGENTS, INC., 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida, 33301.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The name and address of the initial Directors of this Corporation are:

Tom Payne  
902 N. Atlantic Drive  
Lantana, Florida 33462

Michael Marsowicz  
15100 N.W. 7th Street  
Pembroke Pines, FL 33025

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 5<sup>th</sup> day of August, 1998.

  
James M. Schneider, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

VIRTUAL FINANCIAL HOLDINGS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 750 East Sample Road, Suite 204, Pompano Beach, Florida 33064 has named SOUTH FLORIDA REGISTERED, AGENTS, INC. whose address is 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida, 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.  
(a Florida corporation)

By:   
Beverly Bryan, President

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