Department of state TRANSPITATION Department of state

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

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SUBJECT:

Virtual Success Corporation

(Proposed corporate name - must include suffix)

600002614376---2 -08/12/98--01084--001

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

\$131.25

Filing Fee & Certified Copy Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Raymond M. Bailey

Name (Printed or typed)

2900 NE 30th Street, PH2

Address

Fort Lauderdale, FL 33306

City, State & Zip

(954) 453-5600

Daytime Telephone number

98 AUG 21 PH II: I

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





FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 14, 1998

RAYMOND M. BAILEY 2900 NE 30TH STREET PH-2 FORT LAUDERDALE, FL 33306

SUBJECT: VIRTUAL SUCCESS CORPORATION

Ref. Number: W98000018545

We have received your document for VIRTUAL SUCCESS CORPORATION 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 registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

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) 487-6933.

Letter Number: 998A00042295

Dana Calloway Document Specialist

Raymond M. Bailey

Email: virtualsuccess@hotmail.com

Virtual Success Corporation
Penthouse II
2900 NE 30th Street
Fort Lauderdale, FL 33306

Telephone: (954) 453-5600 Facsimile: (954) 453-5555

Ms. Dana Calloway Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Dear Ms. Calloway:

As per our telephone conversation, Ms. Calloway, I have changed the registered agent as requested. Please file the articles at your earliest convenience.

Should you have any additional questions or require anything else please feel free to contact me. Your assistance is greatly appreciated.

Sincerely,

Raymond M. Bailey

Raymul M. Bailey

ARTICLES OF INCORPORATION

OF

VIRTUAL SUCCESS CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 and 617 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VIRTUAL SUCCESS CORPORATION

The address of the principal office of this corporation shall be:

2900 NE 30 Street - Penthouse II Fort Lauderdale, Florida 33306

and the mailing address shall be the same.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

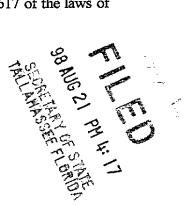
ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is *One Thousand* (1,000) shares of common stock having par value of .01 per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent of the corporation shall be:

Raymond M. Bailey 2900 NE 30 Street - Penthouse II Fort Lauderdale, Florida 33306



ARTICLE V. TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of duly elected Officers and Directors. The business and affairs of the corporation shall be managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. All Officers and Directors to be determined by election in a manner consistent with the By-laws. The name and address of the initial officers and directors of the corporation are:

Raymond M. Bailey, President/Director 2900 NE 30 Street - Penthouse II Fort Lauderdale, FL 33306

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Raymond M. Bailey 2900 NE 30 Street – Penthouse II Ft. Lauderdale, FL 33306

IN WITNESS WHEREOF, the undersigned agent has hereunto set hand and seal this 19th day of August, 1998.

Raymond M. Bailey

ACCEPTANCE OF REGISTERED AGENT

RAYMOND M. BAILEY, hereby accepts the appointment as Registered Agent for VIRTUAL SUCCESS CORPORATION, at the address as specified in the Articles of Incorporation and all the duties and responsibilities therewith.

Date:

August 19, 1998

RAYMOND M. BAILEY

As Registered Agent

Raymond M. Bailey

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