

P98000094467

**JACOBS ACCOUNTING, INC.
2121 MAIN STREET
DUNEDIN, FL. 34698**

OCTOBER 26, 1998

**FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL. 32314**

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-10/28/98--01051--017

*****78.75 *****78.75

ENCLOSED IS CHECK #5031 IN THE AMOUNT OF \$ 78.75 FOR FILING FEES FOR THE
CORPORATION OF VIRTUAL MARKETING SERVICES, INC.

PLEASE RETURN THE CERTIFICATE TO:

JACOBS ACCOUNTING, INC.
2121 MAIN STREET
DUNEDIN, FLORIDA 34698

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE ARTICLES, PLEASE CALL AT
813-736-5579.

RESPECTFULLY SUBMITTED,



HAL JACOBS
ACCOUNTANT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -6 PM 3:45

OCT 29 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1998

JACOBS ACCOUNTING, INC.
2121 MAIN STREET
DUNEDIN, FL 34698

SUBJECT: VIRTUAL MARKETING SERVICES, INC.
Ref. Number: W98000024523

We have received your document for VIRTUAL MARKETING SERVICES, INC. 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 must have a Florida street address. A post office box is not acceptable.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 898A00053014

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

98 NOV -6 PM 3:45

VIRTUAL MARKETING SERVICES, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is VIRTUAL MARKETING SERVICES, INC.

ARTICLE II: DURATION

The Corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any or all lawful business for which the corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The Corporation, and the party hereto, shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and Regulations issued thereunder.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the Corporation's initial registered office is 2121 MAIN STREET, DUNEDIN, FL. 34698 and the name of its initial registered agent at such address is HARLEY JACOBS. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of ONE Director whose name and post office address is as follows:

GERALD ROOKS
P. O. BOX 22823
TAMPA, FL. 33622

who shall hold office until the first annual meeting of the shareholders, and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

ARTICLE VIII: INCORPORATOR

The name and post office address of the person signing these Articles of Incorporation as an Incorporator is as follows:

GERALD ROOKS
P. O. BOX 22823
TAMPA, FL. 33622

ARTICLE IX: AMENDMENTS

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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

Gerald Rooks

GERALD ROOKS

RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

VIRTUAL MARKETING SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office located at P. O. BOX 22823, TAMPA, FL. 33622 has named HARLEY JACOBS, located at 2121 MAIN STREET, DUNEDIN, FL. 34698. as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



HARLEY JACOBS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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