

P98000097762
VR WORLDWIDE, INC.

12403-2 OAK CEDAR PLACE
TAMPA, FLORIDA 33612
(813) 931-0680

November 2, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002688351--1
-11/16/98--01090--019
****122.50 *****78.75

Re: VR WORLDWIDE, INC.

To whom it may concern:

Please find enclosed the original and one copy of the Articles of Incorporation, together with our check in the amount of \$ 122.50. This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and fee for the Certificate of Designation of Registered Agent for the above named corporation.

Please return our certified copy to the following address:

VR WORLDWIDE, INC.
12403-2 OAK CEDAR PLACE
TAMPA, FLORIDA 33612

Very truly yours,

Edson A.C. Veiga
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 AM 10:23

ARTICLES OF INCORPORATION

of

VR WORLDWIDE, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

VR WORLDWIDE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

12403-2 Oak Cedar Place
Tampa, Florida 33612

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of business investment, importing and exporting, or any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated " Common Shares ".

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ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Edson A. C. Veiga
12403-2 Oak Cedar Place
Tampa, Florida 33612

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than two (2) which shall constitute a quorum. The names of the initial directors of the corporation are as follows:

Edson A. C. Veiga
12403-2 Oak Cedar Place
Tampa, Florida 336125

Gilson Rodrigues
12403-2 Oak Cedar Place
Tampa, Florida 33612

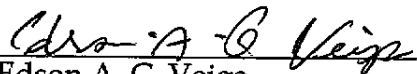
ARTICLE VIII - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are as follows:

Edson A. C. Veiga
12403-2 Oak Cedar Place
Tampa, Florida 336125

Gilson Rodrigues
12403-2 Oak Cedar Place
Tampa, Florida 33612

The undersigned have executed these Articles of Incorporation this 2nd day of November, 1998.

 President
Edson A. C. Veiga

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

VR WORLDWIDE, INC.

2. The name and address of the registered agent and office is:

Edson A.C. Veiga
12403-2 Oak Cedar Place
Tampa, Florida 33612

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNED: Edson A.C. Veiga

DATE: _____

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