

P99000009161
LAW OFFICE OF
J. D. SKIP BARDFELD, P.A.

TELE: (305) 653-6666
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88 N.E. 168TH STREET
NO. MIAMI BEACH, FL 33162

January 25, 1999

VIA FEDERAL EXPRESS

Secretary of State
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Virtual Outlet Mall, Inc.

Dear Sir or Madam:

Please find enclosed herewith this firm's check in the amount of \$70.00, which represents your filing fee of the enclosed Articles of Incorporation. Upon filing please forward a copy of the filed Articles and your confirmation of the same via Federal Express. An pre-printed airbill and envelope are provided for your convenience.

Thank you for your assistance with this matter.

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*****70.00 *****70.00

Very truly yours,

J.D. SKIP BARDFELD

J.D. SKIP BARDFELD, ESQUIRE

JDB/mvp
Enc.
012599

FILED
99 JAN 26 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED JAN 29 1999

ARTICLES OF INCORPORATION
OF
VIRTUAL OUTLET MALL, INC.

FILED
99 JAN 26 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is VIRTUAL OUTLET MALL, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida General Corporation Act.

ARTICLE IV

The corporation is authorized to issue One Thousand (1000) shares of capital stock at the par value of \$1.00 each.

ARTICLE V

The street address of the initial principal office of the corporation is 88 N.E. 168th Street, North Miami Beach, Florida 33162, and the name and address of the initial registered agent of the corporation is J.D. Skip Bardfeld, 88 N.E. 168th Street, North Miami Beach, Florida 33162.

ARTICLE VI

The corporation shall have initially one director. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial director of the corporation is:

J.D. SKIP BARDFELD 88 N.E. 168th Street
North Miami Beach, Florida 33162

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RE: VIRTUAL OUTLET MALL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the person signing these Articles is:

J.D. SKIP BARDFELD 88 N.E. 168th Street
North Miami Beach, Florida 33162

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLES IV

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of JANUARY, 1999.


J.D. SKIP BARDFELD
Subscriber and Registered Agent

ARTICLES OF INCORPORATION

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RE: VIRTUAL OUTLET MALL, INC.

DESIGNATION OF REGISTERED AGENT

I hereby accept the designation of registered agent for services of process upon VIRTUAL OUTLET MALL, INC., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 25 day of JAN., 1999.


J.D. SKIP BARDFELD

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99 JAN 26 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA