Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)922-4001

F,LOW:

Account Name : PEREZ, BEHAR & ASSOCIATES, INC. Account Number : 119980000081 Phone : (305)949-4838

Fax Number : (305)949-6652

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TALL AHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A

Z Corporation

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 1999

PEREZ BEHAR & ASSOCIATES

SUBJECT: Z CORPORATION REF: W99000004851

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ARTICLES OF INCORPORATION OF VIRTUAL ENTERTAINMENT, CORP.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE !

The name of this corporation shall be:

VIRTUAL ENTERTAINMENT, CORP.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100 shares of stock, all of one class, with \$ 1.00 par value.

ARTICLE IV

The corporation shall begin with \$ 100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is:

137 NW 95[™] Lane Coral Springs, FL. 33071

Prepared by: Perez, Behar & Associates, Inc. 14730 NE 10th Avc. N Miami, Fl. 33161 (305) 949-4738 99 HAR 24 AM II: 45
SECRETARY OF STATE
ALLAHASSEE FLORID

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ARTICLE VII

The number of directors constituting its initial Board of Directors is (1) whose name(s) and address(es) is (are):

Caleb Espinoza 8025 NW 41st Court Sunrise, Fl. 33351 President 100%

ARTICLE VIII

The name and address of the subscriber is:

Caleb Espinoza 8025 NW 41st Court Sunrise, Fl. 33351

ARTICLE IX

The permanent agent and address for the corporation shall be:

PEREZ, BEHAR & ASSOCIATES, INC. 14730 N.E. 10TH AVENUE N.MIAMI, FL. 33161

ARTICLE X

Shareholders shall be entitled to preemptive rights.

Caleb Espinoza

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT VIRTUAL ENTERTAINMENT, CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL SPRINGS, STATE OF FLORIDA HAS NAMED PEREZ, BEHAR & ASSOCIATES, INC. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature

Title: PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature:

RAMON PEREZI VICE-PRESIDENT PEREZ, BEHAR & ASSOCIATES, INC.

Date: 3-5-99.

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