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MARCH 19, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 14 PM 1:35

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

RE: VT NETWORKING CONSULTANTS, INC.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES
OF INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF \$78.75.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF
ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION
FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS.

V. D. I.

VINCENT DILLARD

VT NETWORKING CONSULTANTS, INC.

3218 N. TULSA DRIVE
DELTONA, FL. 32738

JOHN A. PARTICA
ACCOUNTANT
(561) 738-0042

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D. BROWN APR 15 1999

ARTICLES OF INCORPORATION

of

VT NETWORKING CONSULTANTS, INC.

(name of corporation)

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The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

VT NETWORKING CONSULTANTS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
3218 N. TULSA DRIVE C/O DILLARD		
CITY	DELTONA	FLORIDA
		ZIP 32738

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	VINCENT DILLARD		
ADDRESS	3218 N. TULSA DRIVE		
CITY	DELTONA	FLORIDA	ZIP 32738

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	VINCENT DILLARD		
ADDRESS	3218 N. TULSA DRIVE		
CITY	DELTONA	STATE FL.	ZIP 32738
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

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

NAME	VINCENT DILLARD		
ADDRESS	3218 N. TULSA DRIVE		
CITY	DELTONA	STATE FL.	ZIP 32738
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 19TH
day of MARCH, 1999.

x V. A. D. I. (Signature)

____ (Signature)

____ (Signature)

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

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VT NETWORKING CONSULTANTS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 3218 N. TULSA DRIVE C/O DILLARD

DELTONA, FL. 32738

has named VINCENT DILLARD

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

X

V A O A

(Signature)

MARCH 19, 1999

(Date)