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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**VIRTUAL PRODUCER, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION OF  
VIRTUAL PRODUCER, INC.

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. NAME

The name of the corporation shall be VIRTUAL PRODUCER, INC.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of Five (\$5.00) Dollars per share.

ARTICLE III. CAPITALIZATION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE IV. DURATION

The corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE

The initial street address of the corporation's principal office is

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8 Briny, #401, Pompano Beach, FL 33062.

**ARTICLE VI. MANAGEMENT**

The corporation shall be a closed corporation within the meaning of and governed by, The Florida Closed Corporation Act. The business of the corporation shall be managed by a board of directors as defined in the applicable bylaws.

**ARTICLE VII. SUBSCRIBERS**

The name and address of each person signing these Articles of Incorporation as a subscriber is CHRISTOPHER NESI, 8 Briny, #401, Pompano Beach, FL 33062.

**ARTICLE VIII. DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; (s) of the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereof. On dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE IX. REGISTERED AGENT**

The name and address of the Registered Agent is BONNIE CALDWELL, 100 So. Biscayne Blvd., #1300, Miami, FL 33131.

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IN WITNESS HEREOF, I the undersigned incorporator of this corporation have executed these Articles of Incorporation at, Miami, Florida on this 9th day of August, 1999.



CHRISTOPHER NESI

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE  
FOR  
VIRTUAL PRODUCER, INC.

HAVING BEEN NAMED AS REGISTERED AGENT FOR VIRTUAL PRODUCER, INC., AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

*Bonnie B. Caldwell*  
REGISTERED AGENT

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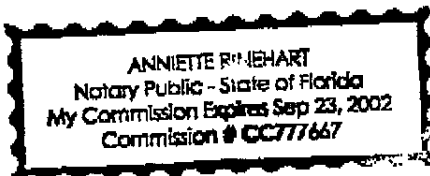
STATE OF FLORIDA )  
 ) ss:  
COUNTY OF DADE )

Before me, personally appeared CHRISTOPHER NESI, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledges before me that the executed same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the county and state named above this  
9th day of August, 1999.

*Annette Rinehart*  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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