

P99000087861

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Virtual Reality Media, Inc.

2555
W99-22797

Signature _____

Requested by: LG

10/1/99

10:00

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

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10/01/99--01053--025

*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

199 OCT -5 PM 1:04

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
199 OCT -1 PM 12:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8 10/5/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT -5 PM 1:04

October 4, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET #1
TALLAHASSEE, FL 32302

SUBJECT: VIRTUAL REALITY MEDIA, INC.
Ref. Number: W99000022797

We have received your document for VIRTUAL REALITY MEDIA, INC..
However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears
in your document.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 299A00047978

corrected

RECEIVED
99 OCT -5 AM 10:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of this corporation is Virtual Reality Media, Inc.
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **STOCK:** The corporation is authorized to issue Ten Thousand (10,000) shares of common stock, all of one (1) class, at One Dollar (\$1.00) par value.

5. **INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT:** The name and address of the initial registered agent, registered office and principal office of this corporation is as follows:

MARCELA SERIO

3907 99th Street West
Bradenton, FL 34210

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment to the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

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

NAME

ADDRESS

JULIUS BERITH

3907 Plumosa Terrace
Bradenton, Florida 34210

7. **INCORPORATOR:** The name and address of the incorporator signing these Articles of Incorporation is:

VANDA BERITH

3907 Plumosa Terrace
Bradenton, Florida 34210

8. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

10. **CUMULATIVE VOTING:** In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of his shares, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the president or a vice-president of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

11. **PREEMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 27th day of September, 1999.

Vanda Berith
VANDA BERITH, Incorporator

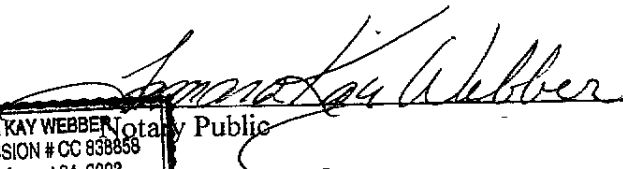
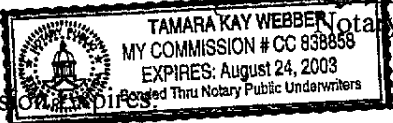
Marcela Serio
MARCELA SERIO, Registered Agent

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared VANDA BERITH, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 22nd day of September 1999.

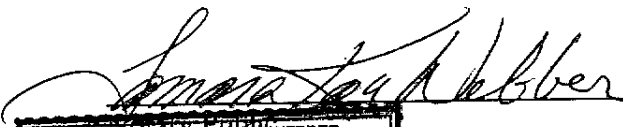
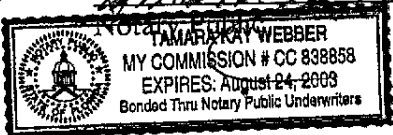

My Commission Expires: 

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared MARCELA SERIO, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 30th day of September 1999.


My Commission Expires: 

CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT -5 PM 1:04

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of Virtual Reality Media, Inc., a corporation duly organized and existing under the laws of the State of Florida is: 3907 99th Street West, Bradenton Florida 34210
2. The Registered Office of this corporation is: 3907 99th Street West, Bradenton, Florida 34210
3. The Registered Agent of this corporation is:

NAME

ADDRESS

MARCELA SERIO

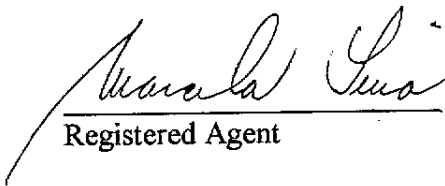
3907 99th Street West
Bradenton, Florida 34210

Having been named a 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED:

September 30, 1999


Registered Agent