

# PG9000101051

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## FLORIDA PROFIT CORPORATION OR P.A.

### VIRTACON CORPORATION

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# ATLAS PEARLMAN TROP & BORKSON

P.A.

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\*\*not licensed to practice law  
\*\*not licensed in  
the State of Florida

November 17, 1999

### VIA FACSIMILE

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

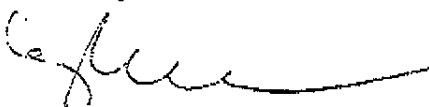
Re: Virtacon Corporation  
Document #P98000094462

Dear Madam or Sir:

Attached, please find Articles of Amendment (H99000029376 3) changing the name of Virtacon Corporation to Vertical Holding Company, Inc. and Articles of Incorporation (H99000029377 1) for a new entity, Virtacon Corporation, to be filed immediately following the amendment. Both companies are owned by the same individuals and the documents are being filed simultaneously to secure the name Virtacon Corporation.

If you have any questions, please contact me at (954) 766-7829.

Sincerely,



Myra Mahoney  
Corporate Paralegal

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**ARTICLES OF INCORPORATION  
OF  
VIRTACON CORPORATION**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: VIRTACON CORPORATION

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 4910 Blue Lake Drive, Suite 200, Boca Raton, FL 33431.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JAMES M. SCHNEIDER, Esq., Florida Bar No. 214338  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Blvd., Ste. 1900  
Ft. Lauderdale, FL 33301 (954) 763-1200

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#### **ARTICLE IV CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be forty million (40,000,000) shares of common stock, par value \$.01 per share and one million (1,000,000) shares of preferred stock, par value \$.01 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

#### **ARTICLE V TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: William F. Campbell, 4910 Blue Lake Drive, Suite 200, Boca Raton, FL 33431.

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**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are:

Thomas C. Payne  
4910 Blue Lake Drive, Suite 200  
Boca Raton, FL 33431

James Warner  
4910 Blue Lake Drive, Suite 200  
Boca Raton, FL 33431

The individuals named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is William F. Campbell, 4910 Blue Lake Drive, Suite 200, Boca Raton, FL 33431.

**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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**ARTICLE XI  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 17th day of November, 1999.

William F. Campbell, Incorporator

William F. Campbell, as  
Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

VIRTACON CORPORATION, a corporation existing under the laws of the State of Florida with its principal office and mailing address at 4910 Blue Lake Drive, Suite 200, Boca Raton, FL 33431, has named William F. Campbell, whose address is 4910 Blue Lake Drive, Suite 200, Boca Raton, FL 33431 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

William F. Campbell



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