1-10-2000.

Bagdes & Bagdes

-Attorneys at Law

407 North Wild Olive Avenue Daytona Beach, FL 32118

Fabian Bagdes Mary-Ellen Bagdes 904-258-7171 Fax 904-258-7441



SECRETARY OF STATE Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

900003086719--7 -01/04/00--01010--004 \*\*\*\*122.50 \*\*\*\*\*78.75

RE: The Vision Group, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

Fabian Bagdes

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Enclosures

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### ARTICLES OF INCORPORATION

OF

### THE VISION GROUP, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

# ARTICLE ONE NAME

The name of the corporation is THE VISION GROUP, INC.

# ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

# ARTICLE THREE PURPOSE

The purpose for which the corporation is organized is to handle retail sales on the internet for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

### ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

# ARTICLE FIVE PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

### ARTICLE SIX PRINCIPAL OFFICE

The address of the principal office of the corporation is: 1182 Peachtree Road, Daytona Beach, Florida 32114. This is also the mailing address of the corporation.

#### ARTICLE SEVEN REGISTERED OFFICE

The street address of the registered office of the corporation is 1182 Peachtree Road, Daytona Beach, Florida 32114, and the name of the initial registered agent at such address is Dominic A. Parrillo.

#### ARTICLE EIGHT DIRECTORS

The board of directors shall consist of the following members:

Dominic A. Parrillo 1182 Pe

1182 Peachtree Road Daytona Beach, FL 32114

Corinne G. Parrillo

1182 Peachtree Road Daytona Beach, FL 32114

# ARTICLE NINE INCORPORATORS

The name and address of the sole incorporator is: Dominic A. Parrillo, 1182 Peachtree Road, Daytona Beach, Florida 32114.

## ARTICLE TEN

The officers of the corporation shall be:

Dominic A. Parrillo

1182 Peachtree Road

President

Daytona Beach, FL 32114

Corinne G. Parrillo

- 1182 Peachtree Road

Treasurer

Daytona Beach, FL 32114

#### ARTICLE ELEVEN COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on January 10, 2000.

#### ARTICLE TWELVE RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 29 day of December, 1999.

STATE OF FLORIDA COUNTY OF VOLUSIA

On this 29 day of December, 1999, before me, the undersigned authority, appeared DOMINIC A. PARRILLO, who is personally known to me or who has produced \_\_\_\_\_ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Fabian Bagdes COMMISSION # CC687946 EXPIRES February 13, 2002 BONDED THRU TROY FAIN INSURANCE, INC.

### NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

THE VISION GROUP, INC., a corporation organizing under the laws of the State of Florida, with its principal office at 1182 Peachtree Road, in the City of Sanford, County of Volusia, in the State of Florida, has named Dominic A. Parrillo, who is located at 1182 Peachtree Road, Daytona Beach, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

#### \_ADDRESS:

Dominic A. Parrillo

1182 Peachtree Road

Daytona Beach, FL 32114

Corinne G. Parrillo

1182 Peachtree Road Daytona Beach, FL 32114

#### ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.

Dominic A. Parrillo