

P0000006391

TRANSMITTAL LETTER

00 JUL -7 PM 2: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800003285548--0
-06/12/00--01124--003
*****78.75 *****78.75

SUBJECT:

VISUAL PLANET COMPANY
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

MS. TINA LUCE

Name (Printed or typed)

7886 S.W. ELLIPSE WAY

Address

STUART, FL 34997

City, State & Zip

561.221.0234

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

60-15512
PA 6/24/00
PA 7/11/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 19, 2000

TINA LUCE
7886 SW ELLIPSE WAY
STUART, FL 34997

SUBJECT: VISUAL PLANET COMPANY
Ref. Number: W00000015512

We have received your document for VISUAL PLANET COMPANY and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 000A00034708

Pamela, you asked us to resubmit this form with the attached notarized letter. The letter releases the Visual Planet name for our use. Please contact me at 561-708-3234 if you have any questions.
*KEITH - FC EDGE
VP*

From: Aaron P.Dey
Registered Agent for Visual Planet, Inc.
P.O.Box 772061
Orlando, FL 32877
561-708-3234

June 7th, 2000

Department of State
Department of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Re: Visual Planet, Inc. Dissolution.

To Whom It May Concern:

As per my conversation with the Division of Corporations I am writing this letter to confirm that Visual Planet, Inc. is dissolved and that the name will never again be utilized by this office in relation to Visual Planet or business conducted under same.

With this in mind we recommending that you do not hold the name for the standard year from dissolution but rather release the name for use by another firm.

We are suggesting this because an active Corporation in good standing with the State of Florida is wanting to re-establish Visual Planet, Co. as a new corporation under their own exclusive control. It will be formed as a "division of" and we are wanting to assist them in expediting the availability to the name without prejudice or objection for them to accomplish this.

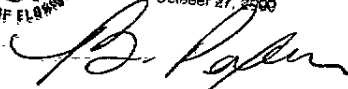
We hope that this meets with your approval. You will find that this letter is being enclosed in their incorporation packet to establish their new Visual Planet, Co. for profit company.

Please contact me at 561-708-3234 if you have any question relating to this or any other item.

Respectfully,



Blanca Delgado Pagan - P1388 - 42935 - 67209.



Aaron P. Dey

Registered Agent - Executive Vice Pres. of the former Visual Planet, Inc.

cc: T. Luce - Florida's Competitive Edge, Inc.
legal dept.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

VISUAL PLANET COMPANY

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

7886 S.W. ELLIPSE WAY
STUART, FL 34997

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

DEVELOP AND MARKET INTERNET, INTRANET AND BROADBAND
SERVICES AND PRODUCTS

ARTICLE IV SHARES

The number of shares of stock is:

1,000,000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es): MS. TINA LUCE - PRESIDENT

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

MS. TINA LUCE
7886 S.W. ELLIPSE WAY
STUART, FL 34997

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

MS. TINA LUCE
7886 S.W. ELLIPSE WAY
STUART, FL 34997

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Tina Luce

Signature/Registered Agent

6/6/00

Date

Tina Luce

Signature/Incorporator

6/6/00

Date