

MAY. 3. 2004

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA VISIONEERING, INC.

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Fax Audit No **H04000097422**

**ARTICLES OF INCORPORATION
OF
FLORIDA VISIONEERING, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is FLORIDA VISIONEERING, INC.

Section 1.2 **Address of Principal Office.** The address of the principal office of the corporation is 13709 Progress Blvd., Alachua, Florida 32615.

Section 1.3 **Mailing Address.** The mailing address of the corporation is 13709 Progress Blvd., Box 14, Alachua, Florida 32615.

ARTICLE II

DURATION

Section 2.1 **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 **Purposes.** This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

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ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. ~~Authorized Capital.~~ The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time is One Million, One Hundred Thousand (1,100,000) shares (the "Capital Stock") divided into classes as follows:

(a) One Hundred Thousand (100,000) shares of preferred stock having a par value of \$0.01 per share (the "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 4.2; and

(b) One Million (1,000,000) shares of common stock having a par value of \$0.01 per share (the "Common Stock").

All such shares shall be issued fully paid and nonassessable.

Section 4.2 Preferred Stock. The Board of Directors is authorized to provide for the issuance of the Preferred Stock in one or more classes and in one or more series within a class and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida which shall be effective without shareholder action, is authorized to establish the number of shares to be included in each class and each series and the preferences, limitations and relative rights of each class and each series. Such preferences must include the preferential right to receive distributions of dividends or the preferential right to receive distributions of assets upon the dissolution of the corporation before shares of Common Stock are entitled to receive such distributions.

Section 4.3 Common Stock. Holders of Common Stock are entitled to one vote per share on all matters required by Florida law to be approved by the shareholders. Subject to the rights of any outstanding classes or series of Preferred Stock having preferential dividend rights, holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon the dissolution of the corporation, holders of Common Stock are entitled to receive, pro rata in accordance with the number of shares owned by each, the net assets of the Corporation remaining after the holders of any outstanding classes or series of Preferred Stock having preferential rights to such assets have received the distributions to which they are entitled."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

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ARTICLE VI

DIRECTORS

Section 6.1 **Number**. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors**. The name and address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Ned Gvozdic	13709 Progress Blvd. Alachua, Florida 32615
Richard Griffin	13709 Progress Blvd. Alachua, Florida 32615

ARTICLE VII

BYLAWS

Section 7.1 **Bylaws**. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

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ARTICLE VIII
INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

Address

Richard Griffin

13709 Progress Blvd.
Alachua, Florida 32615

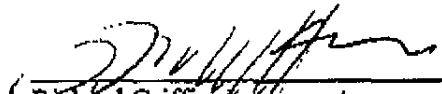
ARTICLE IX
INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X
AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 3rd day of May, 2004.



Richard Griffin, incorporator

MAY. 3. 2004 4:50PM FOLEY LARDNER

NO. 1781 P. 6

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick
Charles V. Hedrick, authorized signatory

Date: May 3, 2004

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