

P95000017769

TRANSMITTAL LETTER

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

SUBJECT: Visuals Inc.
(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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Frank R. Schickley
Name (printed or typed)

1325 N.E. 16th Avenue
Address

Fort Lauderdale, Florida 33304
City, State & Zip

(305) 467-8054
Daytime Telephone number

DB 3/5/95

FILED
1995 MAR 21 11:30 AM
Tallahassee, Florida

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

ARTICLES OF INCORPORATION

FILED
1985 MAR -3 PM 3:00
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Viewala Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1325 N.E. 16th Avenue
Fort Lauderdale, Florida 33304

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200 common shares - no par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Frank P. Schickler
1325 N.E. 16th Avenue
Fort Lauderdale, Florida 33304

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Frank R. Schickley
1325 N.E. 16th Avenue
Fort Lauderdale, Florida
33304

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

Twenty-fourth day of February, 1995.

Frank R. Schickley
Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: VISUALS INC.

2. The name and address of the registered agent and office is:

FRANK R. SCHICKLEY

(Name)

1325 N.E. 16th Avenue

(P.O. Box not acceptable)

Fort Lauderdale, Florida 33304

(City/State/Zip)

TALLAHASSEE, FLORIDA
1955 MAR -3 PM 3:00
FILED

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


(Signature)

2/2/55
(Date)

P95 000017769

1201 DAYS STREET
TAMPA, FLORIDA 33601
-222-9771
-222-9771 (TAX)

RECEIVED



95 DEC 22 PM 12:18
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 700057 150522A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : December 22, 1995
ORDER TIME : 11:09 AM
ORDER NO. : 700057
CUSTOMER NO: 150522A

CUSTOMER: Cindy Mendoza, Legal Asst
Ritter & Chusid
Suite 400
7000 West Palmetto Park Road
Boca Raton, FL 33433

RECEIVED
12/22/95 11:09 AM
150522A
35.00
RECEIVED
12/22/95 11:09 AM
150522A
150522A

DOMESTIC AMENDMENT FILING

*****FILE FIRST

NAME: VISUALS, INC.

SH DEC 22 1995
SH DEC 22 1995

NC

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 22 PM 2:19

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VISUALS INC.

Pursuant to Florida Statute Section 607.1006, the President and Secretary of VISUALS INC. make the following statements for purposes of amending the Corporation's Articles of Incorporation:

1. The name of the Corporation is VISUALS INC.
2. Article I of this Corporation's Articles of Incorporation is hereby amended to change the name of the Corporation to FRSS, INC.
3. The Shareholders and Board of Directors of this Corporation adopted the Amendment to the Articles of Incorporation as of the 20th day of December, 1995.

VISUALS INC.

By: J. R. Schickley
FRANK R. SCHICKLEY
President and Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
85 DEC 22 09 2:19

STATE OF FLORIDA)
COUNTY OF Polk)

The foregoing instrument was acknowledged before me this 20th day of December, 1995, by FRANK R. SCHICKLEY, as President and as Secretary, of VISUALS INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did not take an oath.

My Commission Expires:

Gregory J. Ritter
Printed Name: Gregory J. Ritter
Notary Public



P95000.0.17769

VISUALS INC.
1325 AVE 10TH AVE
FT LAUDERDALE FL
33304

City/State/Zip Phone #

500001603555
-05/01/96--01095--007
*****07.50 *****07.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 20 AM 9:04
SH 5/22

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1996

Visuals Inc.
1325 NE 16th Ave.
Ft. Lauderdale, FL 33304

SUBJECT: FRSS, INC.
Ref. Number: P95000017769

We have received your document for FRSS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596A00022690

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: F.R.S.S., INC.
INCORPORATED 3/3/95 IN P86000017789

SECOND: The articles of incorporation were filed on: 3/3/95

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 24 day of APRIL, 19 96

Signature J.R. Schickley
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

FRANK R SCHICKLEY
(Typed or printed name)

PRESIDENT
(Title)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 20 AM 9:04

1325 NE 16th AVE.
FT. LAUDERDALE, FL

954-467-8054

33304