

WELLISCH, METZGER & STANTON, P.A.
ATTORNEYS AT LAW

KURT WELLISCH
(1810 - 1982)
URSULA METZGER
PAUL R STANTON

REPLY TO
MIAMI
OKEECHOBEE

REF TO FILE NO

PP96000103600

8603 SOUTH DIXIE HIGHWAY
SUITE 207
MIAMI, FL 33143
PHONE:
(305) 862-8630 / 862-8678
FAX (305) 862-8781

508 S.W. 2nd AVENUE
OKEECHOBEE, FL 34874
PHONE: (941) 783-4133
FAX: (941) 783-8635

November 27, 1996

200002017702--6
-12/03/96--01066--005
***122.50 ***122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Visual F-X, Inc.

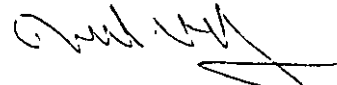
Dear Sir or Madam:

Enclosed please find an original and copy of the Articles of Incorporation for Visual F-X, Inc., together with my check in the amount of \$122.50.

Please have these documents filed and return a copy of the Articles, Certificate of Good Standing and charter number to this office.

Thank you for your cooperation.

Very truly yours,



URSULA METZGER
UM/mh
Enc.

W96-25423
502 12/3/96
TB

FILED
DEC 27 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1996

URSULA METZGER
8803 SO DIXIE HIGHWAY STE 207
MIAMI, FL 33143

SUBJECT: VISUAL F-X, INC.
Ref. Number: W96000025473

We have received your document for VISUAL F-X, INC. and check(s) totaling \$122.50. 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 existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 498-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00054576

**ARTICLES OF INCORPORATION
OF
VISUAL F-X OF OKEECHOBEE, INC**

FILED
DEC 27 AM 9:44
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is :

VISUAL F-X OF OKEECHOBEE, INC.

The address of the principal office of this corporation is 1000 South Parrott Avenue, Okeechobee , Florida 34974, and the mailing address for the corporation shall be the same.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - COMMON SHARES

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8603 South Dixie Highway, Suite 207, Miami, Florida 33143. The name of the initial registered agent of this corporation at this address is Ursula Metzger.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

E. Drew Walker
1000 South Parrott Ave.
Okeechobee, FL 34974

Kathy Hays
1000 South Parrott Ave.
Okeechobee, FL 34974

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Ursula Metzger 8603 South Dixie Highway
 #207
 Miami, Florida 33143

96 DEC 27 11 51 AM
F
TALLAHASSEE, FLORIDA

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

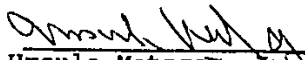
ARTICLE X - SHAREHOLDER APPROVAL FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of December, 1996.




Ursula Metzger, Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

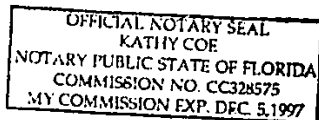
Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Ursula Metzger known to me and known to me by be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of December, 1996.



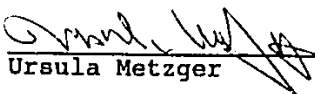
Notary Public, State of Florida

My commission expires:



REGISTERED AGENT ACCEPTANCE

The undersigned Registered Agent hereby accepts her appointment as Registered Agent of the corporation.



Ursula Metzger

WELLISCH, METZGER & STANTON, P.A.
ATTORNEYS AT LAW

KURT WELLISCH
(1910 - 1982)
URSULA METZGER
PAUL R. STANTON

8803 SOUTH DIXIE HIGHWAY
SUITE 207
MIAMI, FL 33143
PHONES:
(305) 882-8830 / 882-8878
FAX: (305) 882-8781

REPLY TO
MIAMI
OKEECHOBEE
REF TO FILE NO

509 S.W. 2nd AVENUE
OKEECHOBEE, FL 34974
PHONE: (841) 783-4133
FAX: (841) 783-0635

August 4, 1997

Secretary of State
Division of Corporations
The Capitol, Room 2001
Tallahassee, Florida 32301

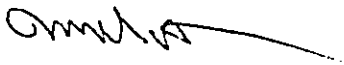
Re: Visual F-X of Okeechobee, Inc.
1000 South Parrott Avenue
Okeechobee, FL 34974

Dear Sir or Madam:

Please change your records to show the following new address for
the above active corporation:

3315 Dawson Street
Sarasota, Florida 34239
Phone: 941-926-0006

Very truly yours,



URSULA METZGER
UM/mh

Kelly
8/15