

P96000021285

MICHAEL D. BODNE
PROFESSIONAL ASSOCIATION

8001 NE. 200th STREET
NORTH MIAMI BEACH, FLORIDA 33178

TELEPHONE
(305) 832-3300

February 28, 1996

Secretary of State
State of Florida
The Capitol building
Tallahassee, Florida 32304

600001732826
-03/05/96--01090--015
****122.50 ****122.50

Attention: CORPORATE DIVISION

RE: VISION DIGITAL - U.S.A., INC.

Sir/Ms,

Enclosed herewith, please find original and one copy of the Articles of Incorporation of the above named corporation.

Also enclosed, please find my trust account check in the amount of \$122.50 detailed as follows:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>

Total	<u>\$122.50</u>
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Please acknowledge receipt of these enclosures, returning a certified copy of same to this office. Thank you for your prompt assistance.

Cordially,



Michael D. Bodne, Esq.

FILED
96 MAR -5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, DO HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, AND PRIVILEGES AND IMMUNITIES OF A CORPORATION, FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

VISION DIGITAL - U.S.A., INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED IS: ANY LAWFUL BUSINESS PERMITTED BY THE LAWS OF THE STATE OF FLORIDA IN THE UNITED STATES.

ARTICLE III

THE AMOUNT OF AUTHORIZED CAPITAL STOCK OF THE CORPORATION SHALL BE SIX HUNDRED (600) SHARES OF COMMON STOCK WITH PAR VALUE OF \$ 1.00 PER SHARE. THE WHOLE OR ANY PART OF THE CAPITAL STOCK SHALL BE PAYABLE EITHER IN LAWFUL MONEY OF THE UNITED STATES OR IN PROPERTY , LABOR OR SERVICES INSOFAR AS PERMITTED FROM TIME TO TIME BY THE LAWS OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL BE AT LEAST FIVE HUNDRED DOLLARS (\$500.00).

FILED
MAR - 5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

THE COMPANY SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI

THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

2081 N.E. 205 ST.
N. Miami Beach, Fl 33179

WITH THE PRIVILEGE, HOWEVER, OF HAVING BRANCH OFFICES AND PLACES OF BUSINESS AT ANY OTHER PLACE OR PLACES WITHIN THE STATE OF FLORIDA, THE UNITED STATES OR IN FOREIGN COUNTRIES.

ARTICLE VII

THE AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF AT LEAST FIVE (5) DIRECTORS WHO NEED NOT BE STOCKHOLDERS.

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE FIRST FIVE BOARD OF DIRECTORS OF THE CORPORATION WHO, SUBJECT TO THE PROVISIONS OF THESE ARTICLES OF INCORPORATION, THE BY-LAWS AND GENERAL CORPORATION LAWS OF FLORIDA, SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED ARE:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Patricio Wills	2081 N. E. 205 St. N. Miami Beach, Fl 33179
2.	Eduardo Florez	2081 N. E. 205 St. N. Miami Beach, Fl 33179
3.	Guillermo Restrepo	2081 N. E. 205 St. N. Miami Beach, Fl 33179

4. Pablo Restrepo

2081 N. E. 205 St.
N. Miami Beach, Fl 33179

5. Julio Angel

2081 N. E. 205 St.
N. Miami Beach, Fl 33179

ARTICLE IX

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION ARE:

NAME

ADDRESS

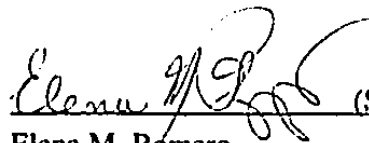
Elena M. Romero

9350 S. Dixie Hwy., Ph 2
Miami, Fl 33156

ARTICLE X

THE CORPORATION SHALL AT ALL TIMES HAVE THE CORPORATE POWERS PRESENTLY GIVEN TO THE CORPORATIONS BY THE STATUTES AND LAW OF THE STATE OF FLORIDA; AND, IT SHALL HAVE SUCH FURTHER POWERS AS FROM TIME TO TIME, HEREAFTER, ARE GIVEN TO CORPORATIONS BY THE STATUTES AND LAWS OF THE STATE OF FLORIDA. THE CORPORATION IS EXPRESSLY AUTHORIZED TO ENTER INTO, HONOR AND BE BOUND BY STOCKHOLDER'S AGREEMENTS WITH AND AMONG STOCKHOLDERS OF THE CORPORATION. THE CORPORATION IS, FURTHER, AUTHORIZED TO ENTER INTO PARTNERSHIPS AND JOINT VENTURES WITH OTHER PERSONS, FIRMS AND CORPORATIONS.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE MADE AND SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON THE 28th DAY OF February, 1996 .

 (SEAL)
Elena M. Romero

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED
56 MAR - 5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, THE UNDERSIGNED AUTHORITY PERSONALLY APPEARED
TO ME KNOWN TO BE THE PERSON DESCRIBED IN THE FOREGOING ARTICLES
OF INCORPORATION, AND ACKNOWLEDGE THAT MADE AND SUBSCRIBED
THE SAME FOR THE PURPOSES AND USES THEREIN MENTIONED AND SET
FORTH.

WITNESS MY HAND AND SEAL AT SAID COUNTY AND STATE
THIS 23 DAY OF February, 1996.

Michael D. Bodne (SEAL)

MY COMMISSION EXPIRES:



MICHAEL D. BODNE
COMMISSION # CC 493472
EXPIRES SEP 5, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

RESIDENT AGENT DESIGNATION

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF
INCORPORATION AT THE CITY OF NORTH MIAMI BEACH, COUNTY OF DADE,
STATE OF FLORIDA, HAS NAMED MICHAEL D. BODNE, LOCATED AT 2081
N.W. 205 ST., NORTH MIAMI BEACH, FLORIDA 33179, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENTS:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO
COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN
SAID OFFICE.

Michael D. Bodne

MICHAEL D. BODNE.
RESIDENT AGENT

FILED
36 MAR -5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA