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 Tallahassee, Florida 32303
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August 17, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Visual Edge, Inc.

FILED
 AUG 17 11:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

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RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 AUG 17 PM 4:49
 RETURN FILED TO AGENCY/LEDGE SUFFICIENCY OF FILING

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

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

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 *****78.75 *****78.75

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

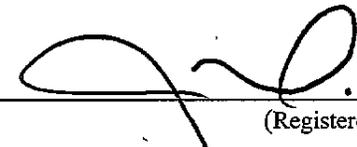
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- 1. Visual Edge, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. March 29, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 8625 Crestgate Circle, Orlando, Florida 32819
(Principal office address)
(same as above)
(Current mailing address)

8. Instructional Sports Videos
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida).

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Miller, South & Milhausen, P.A. Attn: Jeffrey P. Milhausen, Esq.
Office Address: 2699 Lee Road, Suite 120
Winter Park, Florida 32789
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Clarke A. Lange

Address: 8625 Crestgate Circle

Orlando, Florida 32819

Director: Thomas Peters

Address: 8625 Crestgate Circle

Orlando, Florida 32819

B. OFFICERS

President: Clarke A. Lange

Address: 8625 Crestgate Circle

Orlando, Florida 32819

Vice President: _____

Address: _____

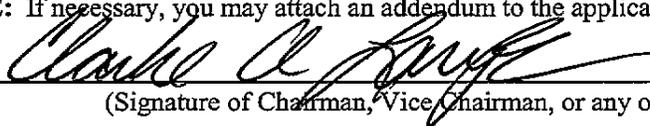
Secretary: Susan B. Seale

Address: 8625 Crestgate Circle, Orlando, Florida 32819

Treasurer: Susan B. Seale

Address: 8625 Crestgate Circle, Orlando, Florida 32819

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Clarke A. Lange - President

(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VISUAL EDGE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2001.

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 DEPARTMENT OF REVENUE
 WILMINGTON, DELAWARE

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VISUAL EDGE, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1299575

3375562 8300

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DATE: 08-16-01