

F05060005842

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STATE
CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 641083 4311863

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 7, 2005

ORDER TIME : 10:47 AM

ORDER NO. : 641083-005

CUSTOMER NO: 4311863

FILED
05 OCT 10 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: MAXXVISION, INC.

* FILE FIRST

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

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

1. Maxxvision, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-2859036

(FEI number, if applicable)

4. May 5, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. n/a

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3014 N.E. 21st Way, Gainesville, Florida 32609

(Principal office address)

Same as above

(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF THE STATE OF DEL.

(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 NOT acceptable)

Name: Fredric Derwitsch

Office Address: 2800 Aurora Rd, Suite E

Melbourne, Florida 32935

(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.

By: 

(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: Fredric F. Derwitsch

Address: 2800 Aurora Rd, Suite E, Melbourne, Florida 32935

Vice Chairman: Dr. James K. Walker

Address: 3014 N.E. 21st Way, Gainesville, Florida 32609

Director: Melvin Masters

Address: 2800 Aurora Rd, Suite E, Melbourne, Florida 32935

Director: Donald Shek

Address: 2800 Aurora Rd, Suite E, Melbourne, Florida 32935

B. OFFICERS

President: Fredric F. Derwitsch

Address: 2800 Aurora Rd, Suite E, Melbourne, Florida 32935

Vice President: Melvin Masters

Address: 2800 Aurora Rd, Suite E, Melbourne, Florida 32935

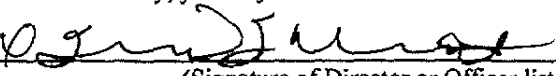
Secretary: Dr. James K. Walker

Address: 3014 N.E. 21st Way, Gainesville, Florida 32609

Treasurer: Dr. James K. Walker

Address: 3014 N.E. 21st Way, Gainesville, Florida 32609

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Fredric F. Derwitsch, President
(Typed or printed name and capacity of person signing application)

**MAXXVISION, LLC
3014 NE 21ST WAY
GAINESVILLE, FLORIDA 32609**

September 29, 2005

Registration Section
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: CONSENT TO USE OF SIMILAR NAME

Dear Sir/Madam:

We wish to make an application by foreign corporation for authorization to transact business in the State of Florida under the name "Maxxvision, Inc". The foreign corporation is a wholly owned subsidiary of the undersigned. Therefore, the undersigned has no objection to the use of the name "Maxxvision, Inc." and this letter shall serve as the consent of the undersigned to the use of such name.

Very truly yours,

MAXXVISION, LLC

By: 

Delaware

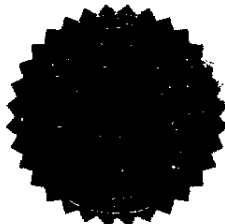
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAXXVISION, 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 SEVENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAXXVISION, INC." WAS INCORPORATED ON THE FIFTH DAY OF MAY, A.D. 2005.

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

3965528 8300

AUTHENTICATION: 4213054

050824019

DATE: 10-07-05