

F96000003365

TRANSMIT LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

000001850440
-06/04796--01132--004
***131.25 ***131.25

SUBJECT: VISION REALTY, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W96-11908

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CV STANKIEWICZ
(Name of Person)
ICARE INDUSTRIES, INC.
(Firm/Company)
4399 - 35TH STREET NO.
(Address)
ST. PETERSBURG, FL 33714
(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

CV STANKIEWICZ at (813) 526 - 0501 X308
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 17, 1996

CY STANKIEWICZ
ICARE INDUSTRIES, INC.
4399 35TH ST N.
ST PETERSBURG, FL 33714

SUBJECT: VISION REALITY, INC.
Ref. Number: W96000011908

We have received your document for VISION REALITY, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 796A00029879



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 5, 1996

CY STANKIEWICZ
ICARE INDUSTRIES, INC.
4399 35TH ST N.
ST PETERSBURG, FL 33714

SUBJECT: VISION REALITY, INC.
Ref. Number: W96000011908

We have received your document for **VISION REALITY, INC.** and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 896A00028081

Certificate


Vision Reality, Inc.

I, the undersigned sole member of the Board of Directors and the sole officer of Vision Reality, Inc., a Delaware Corporation, certify that the following resolutions have been duly adopted as of May 2, 1996 and are in full force and effect:

- A. Qualification to do Business. RESOLVED, that the Corporation qualify to do business in Florida.
- B. Fictitious Name. RESOLVED, that the Corporation engage in business in the state of Florida under the name of **Vision Reality International, Inc.**

FURTHER RESOLVED, that the President of the Corporation be and hereby is authorized and directed on behalf of the Corporation to do all things required by law to enable the Corporation to do business under such name in the state of Florida.

June 12, 1996



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. VISION REALITY, INCORPORATED
(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. STATE OF DELAWARE 3. APPLIED
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/02/96 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 05/02/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.105, F.S.)

7. 4399 - 35TH STREET NORTH
ST. PETERSBURG, FL 33714
(Current mailing address)

8. RETAIL
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

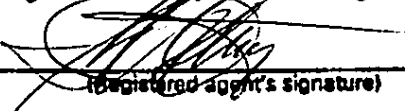
Name: CY STANKIEWICZ

Office Address: 4399 - 35TH ST. NO.

ST. PETERSBURG Florida, 33714
(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.

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TALLAHASSEE
FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: JOHN W. PAYNE

Address: 4399 - 35TH STREET NORTH
ST. PETERSBURG, FL 33714

Vice Chairman: SCOTT J. PAYNE

Address: 4399 - 35TH STREET NORTH
ST. PETERSBURG, FL 33714

Director: JEFFREY T. PAYNE

Address: 4399 - 35TH STREET NORTH
ST. PETERSBURG, FL 33714

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: SCOTT J. PAYNE

Address: 4399 - 35TH STREET NORTH
ST. PETERSBURG, FL 33714

Vice President: JOSEPH E. MOTTA

Address: 4399 - 35TH STREET NORTH
ST. PETERSBURG, FL 33714

Secretary: JEFFREY T. PAYNE

Address: 4399 - 35TH STREET NORTH
ST. PETERSBURG, FL 33714

Treasurer: CV STANKIEWICZ

Address: 4399 - 35TH STREET NORTH, ST. PETERSBURG, FL 33714

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

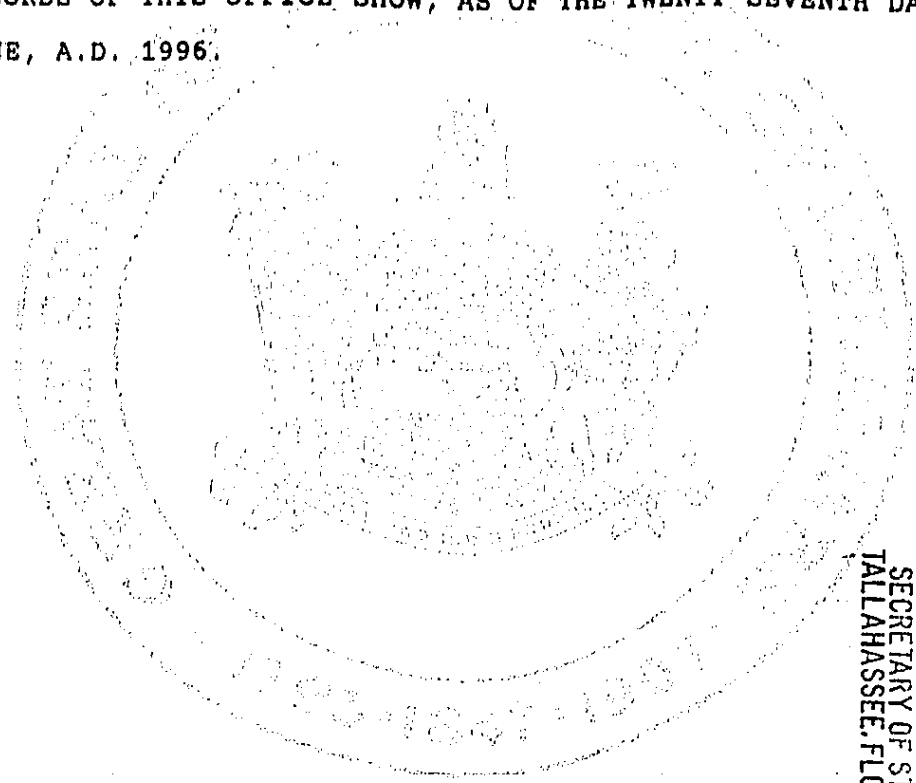
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. CV STANKIEWICZ V.P. + TREAS.
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VISION REALITY, 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 TWENTY-SEVENTH DAY OF JUNE, A.D. 1996.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8007526

DATE: 06-27-96