

Arent Fox
1050 Connecticut Avenue, NW
Washington, DC 20036-5339

F960000006735

Corporate Office
Tel: 202/857-6229
Ref. No. 19212-000

By Federal Express
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Qualification Section

200002009172---2
-11/20/96--01010--004
*****70.00 *****70.00

Re: VISual, Inc.

W96-24848

Dear Sir or Madam:

Enclosed for filing are is the Application by Foreign Corporation, along with a Certificate of Good Standing for the above-referenced entity. Also enclosed is our check in the amount of \$70 to cover the cost of filing.

Please file as soon as possible and return the evidence of filing to me in the enclosed self-addressed, stamped envelope.

If any questions or delays arise, please call me collect immediately at the above number. Thank you for your cooperation in this matter.

Best regards.

Very truly yours,

Beth McCartney
Beth McCartney
Senior Legal Assistant

cc: John P. Foley, Esq.
Mr. Kevin Gallagher (w/encl.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 23 PM 4:26

Name conflict
p95-96815



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 25, 1996

BETH MCCARTNEY
ARENT FOX
1050 CONNECTICUT AVE., NW
WASHINGTON, DC 20036-5339

SUBJECT: VISUAL, INC.
Ref. Number: W96000024848

RECEIVED
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DIVISION OF CORPORATIONS
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We have received your document for VISUAL, INC. and your check(s) totaling \$70.00. 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.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 796A00053350



1050 Connecticut Avenue, NW
Washington, DC 20036-5339

Beth McCartney
Tel: 202/857-6229
Fax: 202/857-6395
E-mail: mcartne@arentfox.com
<http://www.arentfox.com>
Ref. No. 19212-000

December 19, 1996

By Federal Express
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Visual, Inc.
Ref. Number: W96000024848

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Dear Sir or Madam:

Enclosed for filing along with the qualification application is the Resolution of Board of Directors for the above-referenced corporation. Also enclosed is your rejection letter.

Please proceed with the qualification as soon as possible and return the evidence of filing to me.

If any questions or delays arise, please call me collect immediately at the above number. Thank you for your cooperation in this matter.

Best regards.

Very truly yours,

Beth McCartney
Senior Legal Assistant

cc: John P. Foley, Esq.

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Paul E. Heney, do hereby certify
(Name)

that this Resolution of the Board of Directors of Visual, Inc.
(Corporate Name)

a corporation duly organized a...isting under the laws of the State of Nevada,
was duly adopted on December 17, 1996, 19

Be it resolved, that Visual, Inc.
(Corporate Name)

organized and existing in the State of Nevada, hereby adopts the name
Visual, Inc. of Nevada for use in Florida.

Dated: December 17, 1996


Signature of either Chairman, Vice Chairman or any officer

Paul E. Heney, Secretary
Type or print name

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**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. Visual, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Nevada

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

3. July 22, 1996

(Date of Incorporation)

4. Perpetual

(Duration)

5. 33-0727720

(Federal Employer Identification number, if applicable)

6. Upon qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 373 Lantana Avenue, Sarasota, FL 34243

(Current mailing address)

8. Software development and design

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors: See attached list

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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9. Officers: See attached list

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

,Florida 33324

Zip Code

11. 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: _____

Kevin Gullaf

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Paul E. Heney - Treasurer and Secretary
(Name and capacity of person signing application)

OFFICERS:

Title	Name	Business Address
Chairman of the Board:	William Hutchison	373 Lantana Avenue Sarasota, Florida 34243
President and Chief Executive Officer:	Michael Miville	373 Lantana Avenue Sarasota, Florida 34243
Vice President and Chief Operating Officer:	Christopher Bowman	373 Lantana Avenue Sarasota, Florida 34243
Vice President, Finance and Chief Financial Officer:	Kenneth G. Howling	373 Lantana Avenue Sarasota, Florida 34243
Treasurer and Secretary:	Paul E. Heney	373 Lantana Avenue Sarasota, Florida 34243

DIRECTORS:

Michael Miville	373 Lantana Avenue Sarasota, Florida 34243
Christopher Bowman	373 Lantana Avenue Sarasota, Florida 34243
William Hutchison	373 Lantana Avenue Sarasota, Florida 34243
Murray Watson	373 Lantana Avenue Sarasota, Florida 34243

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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DIVISION OF CORPORATIONS
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I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes (which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976) and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **VISUAL, INC.**, as a corporation, duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 22, 1996, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 25, 1996.



Dean Heller
Secretary of State

By

Patricia Saman
Certification Clerk