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AUSLEY & McMULLEN

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TALLAHASSEE, FLORIDA 32301
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February 17, 2006

VIA HAND DELIVERY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Video Access Alliance, Inc.

Dear Madam/Sir:

Enclosed are an original and one copy of the Articles of Incorporation for Video Access Alliance, Inc., a Florida not for profit corporation. These articles include Registered Office and Registered Agent designation for this company.

Our client's check in the amount of \$78.75 is enclosed, comprised of the \$35.00 filing fee, \$35.00 Designation of Registered Agent fee, and \$8.75 certified copy fee.

If you have any questions,. please do not hesitate to call me at (850) 425-5482. I will have our messenger return to pick up the certified copy and the certificate of filing.

Thank you for your assistance.

Sincerely,



Adrienne U. Francis
Paralegal

Enclosures

**ARTICLES OF INCORPORATION OF
VIDEO ACCESS ALLIANCE, INC**

A Florida Not-for-profit Corporation

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TALLAHASSEE, FLORIDA

The undersigned, who are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

Article 1.

Name

The name of this Corporation shall be **VIDEO ACCESS ALLIANCE, INC.**

Article 2.

Principal Office

The principal place of business and the mailing address of the Corporation shall be 1650 Summit Lake Drive, Suite 101-A, Tallahassee, Florida 32317.

Article 3.

Corporate Purposes

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the net earning of which are devoted exclusively to charitable, educational and recreational purposes.

Article 4.

Corporate Powers

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida that are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to

Section 501(c)(4) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. Unless otherwise indicated, as used in this Article 4 and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

Article 5. **Board of Directors**

Section 5.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of at least three (3). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 5.02. The initial Board of Directors of the Corporation shall consist of five (5) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Name</u>	<u>Address</u>
Julia Johnson	1650 Summit Lake Drive, Suite 101-A Tallahassee, Florida 32317
Ava Parker	1650 Summit Lake Drive, Suite 101-A Tallahassee, Florida 32317
Shona Gorham	1650 Summit Lake Drive, Suite 101-A Tallahassee, Florida 32317

Article 6. **Amendments**

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

Article 7.
Dissolution

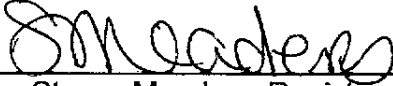
Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(4) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, (ii) to the federal government for a public purpose, or (iii) to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

Article 8.
Registered Office and Registered Agent

The name and Florida street address of the Registered Agent of the Corporation are as follows:

Stacey Meaders
1650 Summit Lake Drive, Suite 101-A
Tallahassee, Florida

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Stacey Meaders, Registered Agent

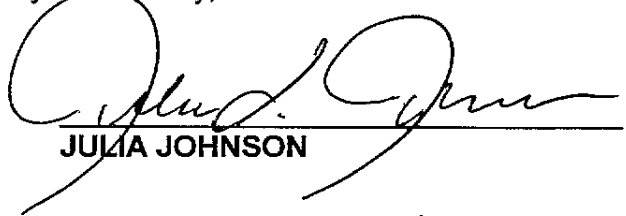
Article 9.
Incorporator

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Julia Johnson	1650 Summit Lake Drive, Suite 101-A Tallahassee, Florida 32317

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of **Video Access Alliance, Inc.** on this 16th day of February, 2006.



JULIA JOHNSON

Dated: 2-16-06

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA