

N96000004122

BURGESS, HARRELL, MANCUSO & OLSON, P.A.

Attorneys at Law

James H. Burgess, Jr.
Board certified civil trial lawyer

Donald J. Harrell
Also admitted in Pennsylvania

R. Lynette Mancuso
Board certified real estate lawyer
Certified circuit & family court mediator

Paul E. Olson
Board certified real estate lawyer

John A. Colton

July 24, 1996

OVERNIGHT MAIL
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

800001904468
-07/25/96--01075--001
*****70.00 *****70.00

EFFECTIVE DATE
7-24-96

Re: Filing of Articles of Incorporation
THE TERRA VISION FOUNDATION, INC.

Dear Sir or Madame:

Enclosed please find the original of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee	\$35.00
Agent Designation Filing Fee	<u>35.00</u>
	\$70.00

W96-15713
615

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,
Donald J. Harrell
Donald J. Harrell
For the Firm

96 JUL 25 AM 9:17
STATE OF FLORIDA
DIVISION OF CORPORATIONS

Encs.
cc: client (w/o/encs.)

ST
4/7

2033 Main Street • Suite 300 • Sarasota, Florida 34237

Tel. 941-366-3700 Fax. 941-366-0189

BURGESS, HARRELL, MANCUSO & OLSON, P.A.

Attorneys at Law

James H. Burgess, Jr.
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* Also admitted to Pennsylvania
** Board certified real estate lawyer
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August 5, 1996

Attn: Kathy Hyman
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

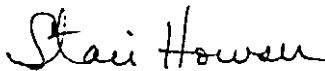
Re: The Terra Vision Foundation, Inc.

Dear Ms. Hyman:

Pursuant to your telephone call with Donald J. Harrell, please find enclosed the original Articles of Incorporation for the above mentioned corporation which needs to be back dated as of July 24, 1996.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,



Staci Howser
Legal Assistant



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 26, 1996

DONALD J. HARRELL
BURGESS, HARRELL, MANCUSO & OLSON, P.A.
2033 MAIN STREET, SUITE 300
SARASOTA, FL 34237

SUBJECT: THE TERRA VISION FOUNDATION, INC.
Ref. Number: W96000015713

We have received your document for THE TERRA VISION FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 496A00036109

ARTICLES OF INCORPORATION
OF
THE TERRA VISION FOUNDATION, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation not for profit under the Florida Not For Profit Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be THE TERRA VISION FOUNDATION, INC.

Section 1.2 Principal Office and Mailing Address. The corporation's principal address, if known, shall be 1900 MAIN STREET, SUITE 303, SARASOTA, FLORIDA 34231 and the mailing address of the corporation shall be 1900 MAIN STREET, SUITE 303, SARASOTA, FLORIDA 34236. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial registered agent for the corporation to accept service of process within the State of Florida shall be DONALD J. HARRELL. The initial registered office street address of the registered agent shall be 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237. The initial registered agent hereby states that the registered agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

2019 JUL 25 11:19 AM

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The purpose for which the corporation is initially organized shall be for charitable purposes, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein. Notwithstanding any contrary provision contained in this instrument: (i) the purpose or purposes for which the corporation is organized are limited to those that will qualify it as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under such code; (ii) the corporation shall not carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, or carry on any other activity not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws; and (iii) no part of the net earnings, properties or assets of the corporation shall inure to the benefit of any private person or individual, or any member, officer, or director of the corporation, on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of the corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Not For Profit Corporation Act.

ARTICLE IV
MEMBERSHIP

Section 4.1 Membership. The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

Section 4.2 Voting. Voting on all matters shall be as specified in the bylaws. Voting on all matters shall be on a plurality basis, and the members of the corporation shall not be entitled to vote cumulatively in elections for the board of directors.

ARTICLE V
GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by majority vote of both the board of directors and members, or by majority vote of the board of directors if there are no members at such time.

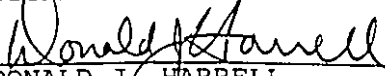
Section 5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 5.3 Manner of Director Election or Appointment. The method of election or appointment of directors shall be stated in the bylaws.

Section 5.4 Incorporators. The name and address of the incorporator executing this instrument is as follows: DONALD J. HARRELL - 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237.

IN WITNESS WHEREOF, the undersigned executed this instrument this 24th day of July, 1996.

SIGNATOR:



DONALD J. HARRELL
Incorporator & Registered Agent

56 JUL 25 AM 9:17
UNRECORDED

N96000004122

BURGESS, HARRELL, MANCUSO & OLSON, P.A.

Attorneys at Law

James H. Burgess, Jr.
Donald J. Harrell
R. Lynette Mancuso
Paul E. Olson
John A. Colton

* Board certified civil trial lawyer
† Also admitted in Pennsylvania
** Board certified real estate lawyer
*** Certified circuit & family court mediator

November 19, 1996

Division of Corporations
Department of State
409 E. Gains St.
Tallahassee, Florida 32399

RE: Filing of Articles of Amendment
THE TERRA VISION FOUNDATION, INC.
Change name to THE ENVISION CHANNEL, INC.

500002013995--7
-11/26/96--01061--021
*****35.00 *****35.00

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Amendment and a check in the amount of the following:

Articles Filing Fee \$35.00

Please file the original and return your evidence of filing to me.

Thank you for your promptness. If you should have any questions regarding the enclosures, please contact me.

Yours truly,

Donald J. Harrell

Donald J. Harrell
For the Firm

DJH/sah
cc: Client (w/o encl.)

SH 12/5

FILED
96 NOV 25 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE TERRA VISION FOUNDATION, INC.
ARTICLES OF AMENDMENT

Pursuant to the Florida Not For Profit Corporation Act, the above corporation hereby adopts the following articles of amendment to its Articles of Incorporation:

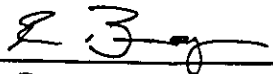
1. Name. The name of the corporation is THE TERRA VISION FOUNDATION, INC.
2. Amendment Text. The amendment to the articles of incorporation of the corporation provides as follows:

RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted changing the corporation name from THE TERRA VISION FOUNDATION, INC., to THE ENVISION CHANNEL, INC.

3. Date Adopted. The above amendment was adopted on the date hereof.
4. Method of Adoption. The above amendment was duly adopted by the board of directors. There are no members entitled to vote on the proposed amendment. The amendment was adopted at a meeting of the board of directors on this date by a majority vote of the directors in accordance with the provisions of Section 617.1002 of the Florida Not For Profit Corporation Act.
5. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument this 22 day of NOVEMBER, 1996.

THE TERRA VISION FOUNDATION, INC.

By: 
Robert L. Bergs
President

FILED
96 NOV 25 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE TERRA VISION FOUNDATION, INC.
CONSENT OF DIRECTORS
TO
AMENDMENT TO ARTICLES OF INCORPORATION

The above-referenced meeting of directors and shareholders of the above corporation was held by this written consent on Nov. 22nd, 1996, at the principal office of the corporation, for the purposes herein contained.

1. Procedural Formalities. It was determined that the meeting was properly noticed (or waived), called and convened. It was determined that shareholders of all of the outstanding shares and all directors were present at the meeting, and constituted a quorum for the conduct of business at the meeting.

2. Transaction of Business. On motion duly made, seconded and unanimously carried, the following preambles and/or resolutions were adopted:


RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted changing the name of the corporation from THE TERRA VISION FOUNDATION, INC. to THE ENVISION CHANNEL, INC.

RESOLVED FURTHER, that the officers and directors of the corporation hereby are authorized and directed to execute and file formal articles of amendment and to take any and all necessary action in order to effectuate the foregoing intent.

3. Adjournment. On motion duly made, seconded and duly carried, the meeting was adjourned.


IN WITNESS WHEREOF, the undersigned executed this instrument as of the date first above written.

DIRECTOR(S)



Robert L. Bergs

The secretary of the corporation hereby certifies the above instrument and files the same with and as the records of the corporation as of the date first above written.



Robert L. Bergs
As Secretary