

EFFECTIVE DATE
1-10-2000

Bagdes & Bagdes
Attorneys at Law

407 North Wild Olive Avenue
Daytona Beach, FL 32118

Fabian Bagdes
Mary-Ellen Bagdes

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0000000002304

December 22, 1999

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-01/04/00--01010--004
****122.50 *****78.75

RE: The Vision Group, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,



Fabian Bagdes

Enclosures

FILED
00 JAN -3 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

444
1-7-00

EFFECTIVE DATE
1-10-2000

FILED
00 JAN -3 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE VISION GROUP, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is THE VISION GROUP, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to handle retail sales on the internet for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 1182 Peachtree Road, Daytona Beach, Florida 32114. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 1182 Peachtree Road, Daytona Beach, Florida 32114, and the name of the initial registered agent at such address is Dominic A. Parrillo.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

Dominic A. Parrillo	1182 Peachtree Road Daytona Beach, FL 32114
Corinne G. Parrillo	1182 Peachtree Road Daytona Beach, FL 32114

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Dominic A. Parrillo, 1182 Peachtree Road, Daytona Beach, Florida 32114.

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

Dominic A. Parrillo President	1182 Peachtree Road Daytona Beach, FL 32114
Corinne G. Parrillo Treasurer	1182 Peachtree Road Daytona Beach, FL 32114

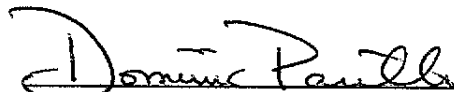
ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on January 10, 2000.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

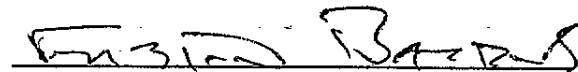
IN WITNESS WHEREOF, I have signed my name this 29th day of December, 1999.


Dominic A. Parrillo

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 29th day of December, 1999, before me, the undersigned authority, appeared DOMINIC A. PARRILLO, who is personally known to me or who has produced FLA D.C. as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature



Fabian Bagdes
MY COMMISSION # CC687946 EXPIRES
February 13, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
JUN -3 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

THE VISION GROUP, INC., a corporation organizing under the laws of the State of Florida, with its principal office at 1182 Peachtree Road, in the City of Sanford, County of Volusia, in the State of Florida, has named Dominic A. Parrillo, who is located at 1182 Peachtree Road, Daytona Beach, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

Dominic A. Parrillo

Corinne G. Parrillo

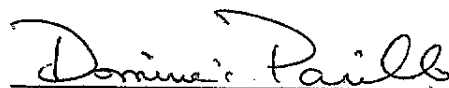
ADDRESS:

1182 Peachtree Road
Daytona Beach, FL 32114

1182 Peachtree Road
Daytona Beach, FL 32114

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.


Dominic A. Parrillo