

P00000028319

February 23, 2000

FILED
2000 MAR 21 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-20-00

Florida Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32301

800003148598-2
-02/28/00-01004-009
*****78.75 *****78.75

TO ALL CONCERNED:

3/21

Enclosed are the proposed Articles of Incorporation for Visison Resource Development, Inc., which are to be filed in accordance with the laws of the State of Florida.

In addition, the Corporation will be doing business under the fictitious names of Rising Star Entertainment and Lion Heart Publishers and JWL Multimedia Services.

I have enclosed a check in the amount of \$78.75 for filing fees, registered agent designation and a certified copy which is to be returned to me.

Thank you,

Sincerely,



Lionel McElwee

Enclosures

Lionel McElwee
18459 Pines Blvd., Suite 311
Pembroke Pines, FL 33029

(954) 44-8716

W-5795



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 3, 2000

LIONEL MCELWEE
18459 PINES BLVD., SUITE 311
PEMBROKE PINES, FL 33029

SUBJECT: VISION RESOURCE DEVELOPMENT, INC.
Ref. Number: W00000005795

We have received your document for VISION RESOURCE DEVELOPMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6925.

Angela Revell
Document Specialist

Letter Number: 000A00011994

FILED

EFFECTIVE DATE
3-20-00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
THE VRD GROUP, INC.

ARTICLE I
NAME

The name of this corporation is The VRD Group, Inc.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, each at 1.00 par value.

ARTICLE IV
INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this corporation is, together with the agent's address, which is the street address of the initial registered office of this corporation:

Lionel McElwee
18459 Pines Blvd., Suite 311
Pembroke Pines, FL 33029

The street address of the office of this corporation and the business office of its registered agent are identical.

ARTICLE V
BOARD DIRECTORS

This corporation shall have at least one director. The Incorporator shall serve as the initial director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws.

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles is:

Lionel McElwee
18459 Pines Blvd., Suite 311
Pembroke Pines, FL 33029

ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

ARTICLE VII
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE IX
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgement and subscription of theses Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of MARCH, 2000.


LIONEL MCELWEE

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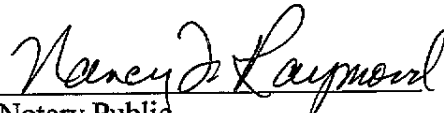
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

(COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Lionel McElwee, known to me and known by me to be the person who executed the foregoing Articles of Incorporation of The VRD Group, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of MARCH, 2000.


Notary Public
State of Florida

My Commission Expires:

11-21-2002



Nancy F. Raymond
Commission # CC 780382
Expires NOV. 21, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

Lionel McElwee, hereby accepts the appointment to serve as resident registered agent upon whom process may be served for The VRD Group, Inc., the above named corporation.

The acceptance is dated 20 day of MARCH, 2000.


LIONEL MC ELWEE