

P00000046465

E. J. Stephenson
4811 Memorial Highway
No. 201
Tampa, FL 33634

May 3, 2000

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Articles of Incorporation of EAGLE VISION FINANCIAL CORP.

Dear Ladies (Gentlemen):

Please find the enclosed check for \$78.75 made payable to Florida Department of State,
along with the signed and notarized Articles of Incorporation for EAGLE VISION
FINANCIAL CORP.

The amount enclosed is for the following:

Filing Fees	\$ 35.00
Designated Registered Agent	35.00
Certified Copy	<u>8.75</u>
Total	\$ 78.75

I have enclosed a copy of the articles of incorporation to be certified and returned to me.

Thank you.


E. J. Stephenson

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF EAGLE VISION FINANCIAL CORP.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this corporation is EAGLE VISION FINANCIAL CORP. The principal office of the corporation is 4811 Memorial Highway, # 201, Tampa, FL 33634.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1989), as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation shall be authorized to issue one (1) class of capital stock to be designated as common stock ("Common Stock"). The total number of shares of Common Stock that the corporation shall have authority to issue is TEN THOUSAND (10,000) at no par value per share.

The Board of Directors is authorized to determine:

- (A) The rate of dividends, if any, payable on the shares of Common Stock, and the time and manner of payment and whether or not such dividends shall be cumulative;
- (B) The amount, if any, payable upon shares of capital stock in the event of the voluntary or involuntary liquidation, dissolution, or winding up of the corporation, and the manner and preferences of such payment.

The holders of the Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8807 Citrus Village Drive, Tampa, #206, Florida 33626, and the name of the initial registered agent of this corporation at that address is Angeli M. Benjamin.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Edward J. Stephenson, 4811 Memorial Highway, #201, Tampa, Florida 33634.

ARTICLE VII - MANAGEMENT

Pursuant to the laws and authority of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors, and the stockholders:

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TALLAHASSEE, FLORIDA

- (A) The books of the Corporation may be kept at such place or places as may from time to time, be designated by the Board of Directors.
- (B) The business of the Corporation shall be managed by its Board of Directors: the Board of Directors shall have power to exercise all the powers of the Corporation, including (but not limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the corporation, real or personal, without any action of or by the stockholders, except as provided by statute or by the Bylaws.
- (C) Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner, as shall be provided in the Bylaws.
- (D) The Board of Directors shall have the power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholder in any Bylaws adopted by them from time to time.
- (E) The Board of Directors shall have the power, in its sole discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (F) The Board of Directors shall have the power, in its sole discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the stockholders.
- (G) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (H) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is Edward J. Stephenson, 4811 Memorial Highway, #201, Tampa, Florida 33634.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - LIABILITY OF STOCKHOLDERS

The private property of stockholders shall not be subject to the payment of corporate debts.

ARTICLE XI - AMENDMENTS

This corporation reserve the right to amend or repeal any provisions contained in these ARTICLES OF CORPORATION, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these ARTICLES OF INCORPORATION this 3rd day of May, 2000.


Edward J. Stephenson

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

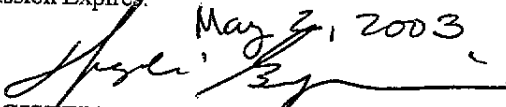
The foregoing instrument was acknowledged before me this 3rd day of May, 2000 by Edward J. Stephenson.

Notary Public



Angeli Benjamin
Commission # OC 831747
Expires May 2, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires:

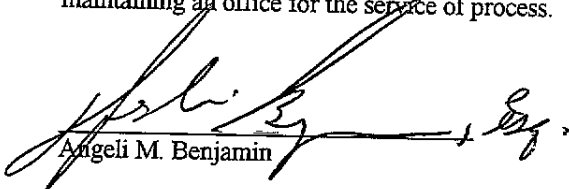

May 2, 2003

**CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS
FOR SERVICE OR PROCESS WITHIN FLORIDA**

Pursuant to Section 48.901, Florida Statutes, EAGLE VISION FINANCIAL CORP., desiring to organize under the laws of the State of Florida, hereby designates Angeli M. Benjamin, located at 8807 Citrus Village Drive, #206, Tampa, FLORIDA 33626 as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.


Angeli M. Benjamin

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TALLAHASSEE, FLORIDA

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