

PO000000 82939

LAW OFFICES OF
MANZO & ASSOCIATES, P.A.
2395 S. WASHINGTON AVE., STE #5
TITUSVILLE, FLORIDA 32780
(321) 268-0220

MELBOURNE, FLORIDA
BY APPOINTMENT ONLY
(321) 729-0220

RICHARD A. MANZO
BOARD CERTIFIED CRIMINAL TRIAL
BOARD CERTIFIED CIVIL TRIAL
ALSO MEMBER OF TEXAS BAR



August 25, 2000

PLEASE REPLY TO:
POST OFFICE BOX 599
TITUSVILLE, FL 32781
FAX: 268-5440

GAIL H. MOREY
ARLENE HOFFMAN
VERONICA CANFIELD
LEGAL ASSISTANTS

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

REGARDING: FILING OF NEW CORPORATION
VISTA GROUP, INC.

000003875236-9
08/28/00 01121-012
*****70.00 *****70.00

Dear Sirs:

Enclosed please find the following with regard to filing the
above-referenced corporation:

1. Original and one copy of Articles of Incorporation
2. Our check in the amount of \$70.00 payable to the
Department of State representing the following costs:

Charter tax
Filing Fee
Registered Agent Fee

FILED
00 AUG 28 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of
Incorporation and return a certified copy to the undersigned. Your
prompt attention to this matter would be appreciated.

I remain,

Very truly yours,

RICHARD A. MANZO

RAM/vc

Enclosures

8/31

ARTICLES OF INCORPORATION OF
VISTA GROUP, INC.

The undersigned subscriber to these articles of Incorporation, a natural person competent to contract hereby forms this Corporation under the Laws of the State of Florida.

ARTICLE I. NAME: The name of the corporation shall be:

VISTA GROUP, INC.

ARTICLE II. NATURE OF BUSINESS: The general nature of the business or businesses of the Corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

a. To buy, sell or otherwise acquire, handle, lease and dispose of real and personal property or any interest therein; to lay off, plat or subdivide lands into lots or blocks, and to dedicate parks, street, highways and alleyways thereon.

b. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

c. To buy, sell, manufacture, repair, alter, exchange, let or hire, export and deal in articles and things which may be required for the purpose of any business or commonly supplied or dealt in by persons engaged in such business, or which may seem capable of being profitably dealt with in connection with any of the Corporation's businesses.

d. To guarantee, or to acquire by purchase, subscription or otherwise, or hold for investment or otherwise, sell, assign, or transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, securities or evidences of indebtedness created by any other corporation or any state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever, any corporation whose stocks, bonds, securities, or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities, or other obligations; and to do all and any such acts of things designed to accomplish any such purpose.

FILED
00 AUG 28 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

e. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

f. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

g. To borrow money and contract for debts when necessary for the transaction of its business or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, from time to time, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation or for any of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property, rights, franchises or privileges of the Corporation, wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds or other evidences of indebtedness the right to convert the principle thereof into any preferred common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes and other obligations in such a manner and upon such terms as the Board of Directors may deem judicious, subject, however to the provisions of Article IX hereof.

h. To have and maintain one or more offices for the conduct of its business within and without the State of Florida without restriction as to place or amount.

i. In addition to the foregoing, the Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that the Corporation is authorized to have outstanding any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE: The Corporation is hereby authorized to exist perpetually.

ARTICLE V. INITIAL OFFICE: The initial office of the Corporation shall be located at: 5095 S. Washington Avenue, Suite 207, Titusville, FL 32780.

ARTICLE VI. INITIAL REGISTERED AGENT: The name and address of the initial registered agent is: Richard A. Manzo, 2395 S. Washington Avenue, Suite 5, Titusville, FL 32780.

ARTICLE VII. DIRECTORS: The initial Board of Directors shall consist of one member whose name and address is:

Allen LeBlanc, 5095 S. Washington Avenue, Suite 207,
Titusville, FL 32780

ARTICLE VIII. OFFICERS: The name, address and title of each initial officer of the Corporation until the first meeting of the Board of Directors is:

President - Allen LeBlanc, 5095 S. Washington Avenue,
Suite 207, Titusville, FL 32780

Vice President - Allen LeBlanc, 5095 S. Washington Avenue,
Suite 207, Titusville, FL 32780

Secretary - Allen LeBlanc, 5095 S. Washington Avenue, Suite
207, Titusville, FL 32780

Treasurer - Allen LeBlanc, 5095 S. Washington Avenue, Suite
207, Titusville, FL 32780

ARTICLE IX. REGULATION OF BUSINESS AFFAIRS: The following additional provisions for the regulation of the Corporation's business affairs are hereby adopted as a part of these Articles of Incorporation:

a. The Board of Directors from time to time shall determine whether and to what extent, and at which time and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them shall be open to inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by statute or authorized by the Board of Directors, or by resolution of the stockholders.

b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

c. The Directors may prescribe a method or methods for replacement of lost stock certificates and reasonable conditions by way of security upon the issue of new certificates therefore.

d. The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article X hereof to any other person, or to the firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand in lieu of the

original incorporators, and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

e. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any of the Directors of the Corporation are interested in, or are a Director or Officer of such other corporation, and any Director, individually, or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from any association or corporation in which that Director may be anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any other entity without regard to the fact that said Director is also a director of or partner in such entity.

f. Unless otherwise determined by the Board of Directors, any holder of stock of the Corporation shall be entitled as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell whether or not exchangeable for any stock of the Corporation acquired by it after the issue thereof and whether issued for cash, labor done, personal property, real property, leases or other valuable consideration.

ARTICLE X. RESTRICTION ON TRANSFER OF SHARES: Any shareholder desiring to transfer any stock shall do so only in accordance with the terms set forth in the by-laws or by separate agreement of the stockholders, which agreement, if any, shall be noted on the face of each certificate issued by the Corporation.

ARTICLE XI. SUBSCRIBER: The name and address of the subscriber to these Articles of Incorporation is:

Allen LeBlanc, 5095 S. Washington Avenue, Suite 207,
Titusville, FL 32780

IN WITNESS WHEREOF, the undersigned does this day set his hand and seal.


ALLEN LEBLANC

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was sworn to and subscribed before me by ALLEN LEBLANC, personally known by me, on August 24th, 2000.

Notary Public, State of Florida
My Commission Expires
Richard A. Manzo
Commission # CC 747387
Expires July 18, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the Corporation at the Registered Office and designated in the foregoing Articles of Incorporation, the undersigned accepts said designation.

RICHARD A. MANZO

FILED
00 AUG 28 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA