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CONTACT:	CINDY HICKS	7000034063571
DATE:	9-27-00	*****78.75 *****78.75
REF. #:	0174.13228	· · · · · · · · · · · · · · · · · · ·
CORP. NAME:	VIS SALES, INC.	······································
() ANNUAL REPORT () FOREIGN QUALIFIC () REINSTATEMENT () CERTIFICATE OF CA () OTHER: STATE FEES PR	REPAID WITH CHECK# 0510 FOR ACCOUNT IF TO BE DEBIT	OR S 78.75
	COST LIMIT: \$ \$	
PLEASE RETUR COPY COPY	() CERTIFICATE OF GOOD STANDING	PRECED COPY NISION OF COPY PLAPORATION OR SEP 27MPED COPY OPLAPORATION

ARTICLES OF INCORPORATION

OF

VIS SALES, INC.

OO SEP 27 FN 1: 28
SECKETANY OF STATE OF TALLAHASSEE, FLOODA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

VIS SALES, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

par value of \$1.00 per share

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

10069 North Florida Avenue, Suite B-8 Tampa, Florida 33612

and, the mailing address of this Corporation shall be:

P. O. Box 41437 Brecksville, Ohio 44141

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

John W. West III

240 S. Pineapple Avenue

10th Floor

Sarasota, Florida 34236

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Thomas R. Georgeoff

46 Robinson Boulevard, #929

Orlando, Florida 32802

Erica L. Eversman

c/o Reminger & Reminger

113 Saint Claire Avenue, N.E.

Suite 700

Cleveland, Ohio 44114

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of

#501185v.1 2

Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Erica L. Eversman

c/o Reminger & Reminger 113 Saint Claire Avenue, N.E.

Suite 700

Cleveland, Ohio 44114

The undersigned has executed these Articles this

day of September, 2000.

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for VIS SALES, INC., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

9/25/00 Date John W. West III

"REGISTERED AGENT"