

94204
KRAUS & ASSOCIATES

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Attorneys at Law

Cheryl R. Kraus
Certified Circuit Court Mediator
Also Admitted in Michigan
Ellen S. Maher
Also Admitted in Maine

October 2, 2000

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

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-10/04/00--01080--002
*****78.75 *****78.75

Re: Filing Articles of Incorporation;
Visible Image, Inc.

Dear Ladies and Gentlemen:

I am enclosing a copy and the original Articles of Incorporation for the above-named corporation and check in the amount of \$78.75 (\$70.00 for filing and \$8.75 for a certified copy) to cover the state's fee. We are requesting a certified copy of this document to be sent to this office at your earliest convenience. Please file this document with the state and return the filed document to this office in the enclosed self-addressed envelope. Thank you.

Should you have any questions, please feel free to contact this office at (941) 261-7716.

Sincerely,

KRAUS & ASSOCIATES

[Signature]
Ellen S. Maher
Attorney at Law

Enclosures

[Large handwritten signature]

SECRETARY OF STATE
TALLAHASSEE FLORIDA
00 OCT -4 PM 1:47

ARTICLES OF INCORPORATION
OF
Visible Image, Inc.

FILED
00 OCT -4 PM 1:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida. The Articles of Incorporation of Visible Image, Inc., shall be as follows:

ARTICLE I

NAME AND ADDRESS - The name of the corporation shall be Visible Image, Inc. and its principal place of business and mailing address shall be:

860 12th Ave. South
P.O. Box 3392
Naples, Florida 34106

ARTICLE II

NATURE OF BUSINESS - This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK - The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock at \$1.00 par value.

ARTICLE IV

REGISTERED AGENT - The initial registered office of the corporation shall be:

1072 Goodlette Road North
Naples, Florida 34102

and the name of the original registered agent shall be:

Ellen S. Maher

ARTICLE V

TERM - This corporation is to exist perpetually.

ARTICLE VI

PREEMPTIVE RIGHTS - Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII

SPECIAL PROVISION - The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII

ELECTION OF SUBCHAPTER S - This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX

DIRECTORS AND OFFICERS - This corporation shall have two (2) directors initially. The name and street address of the initial board of directors and the offices that they shall hold, who shall hold office for the first year of the corporation's operation, or until a successor is elected or appointed are as follows:

Bruce A. Frame,
President/Treasurer
P.O. Box 3392
Naples, Florida 34106

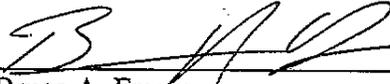
Ellen S. Maher,
Vice President/Secretary
P.O. Box 3392
Naples, Florida 34106

ARTICLE X

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

Bruce A. Frame
(860 12th Ave. South)
P.O. Box 3392
Naples, Florida 34106

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand on this 29 day of September, 2000.


Bruce A. Frame
Incorporator

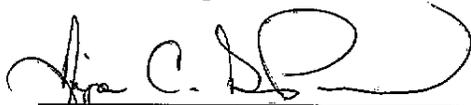
STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Bruce A. Frame, who upon being duly sworn states that he is the incorporator for Visible Image, Inc. He is (check one) () personally known to me or () has produced _____ as identification.

SWORN TO AND SUBSCRIBED before me this 29th day of September, 2000.

 Anja C DePaew
My Commission CC946581
Expires June 18, 2004

(SEAL)


Notary Public - State of Florida
Print name: Anja C. DePaew
My Commission Expires: 06/18/04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


Ellen S. Maher, Registered Agent

FILED
00 OCT -4 PM 1:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA