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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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00 DEC 21 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.****VISION ONE MEDIA, CORP.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

VISION ONE MEDIA, CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: VISION ONE MEDIA, CORP.

ARTICLE II

The address of the principal office, and the mailing address of this corporation shall be: 299 Alhambra Circle - Suite 311, Coral Gables - Florida.

ARTICLE III

This corporation is authorized to issue 10 shares of Common stock, at \$ 100.00 par value.-

ARTICLE IV

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America, and the laws of the State of Florida; and shall exist perpetually, unless sooner -- dissolved, according to law. In the event of liquidation, dissolution or -- winding up of this corporation, the holders of record of the shares all receive a ratable distribution of assets of the corporation.-

ARTICLE V

Each shareholders, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof ( as nearly as may be done without issuance of fractional shares) at the price at wick is offered to others.-

## ARTICLE VI

This corporation shall have One director(s) initially. The number of directors may be increased or diminished from time to time and any Director or the entire Board of Directors, may be removed, with or without cause, by the vote of the holders of a majority of the shares entitled to vote at an election of Directors, at special meeting of shareholders, called expressly for that purpose..The name(s) and address(es) of the initial director(s) of this corporation, is (are):-

**Pedro L. Hernandez**

1002 SW 84th Avenue - Miami

Florida - 33144.-

## ARTICLE VII

These articles of incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote there on.-

## ARTICLE VIII

The name(s) and address(es) of the person (s) signing these articles as a Subscriber(s) and the number of shares has (have) agreed to purchase, are as follows:-

NAME \_\_\_\_\_

**ADDRESS****SHARES**

Pedro L. Hernandez

1002 SW 84th Av e. - Miami, Fla. 33144 70

70

ARTICLE IX

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are)

Pedro L. Hernandez - 1002 SW 84th Ave. - Miami, FL. 33144

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of incorporation this 19 day of Dec., 2000

Signature(s) of Incorporator(s)  
Pedro Hernandez

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT**

Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

.- The name and address of the registered agent and office is:

Pedro L. Hernandez - 1002 SW 84th Ave. - Miami, FL. 33144

SIGNATURE

DATE

DEC. 19, 2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

DEC. 19, 2000