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

From:

Account Name : EDWARD H. GILBERT, P.A.
Account Number : I19990000063
Phone : (561) 361-9300
Fax Number : (561) 361-9369

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FLORIDA PROFIT CORPORATION OR P.A.

Visual Releasing, Inc.

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ARTICLES OF INCORPORATION
OF
VISUAL RELEASING, INC.

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

ARTICLE I
CORPORATE NAME

The name of the corporation is VISUAL RELEASING, INC. (the "Corporation").

ARTICLE II
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

5100 Town Center Circle
Suite 330
Boca Raton, Florida 33486

ARTICLE III
CAPITALIZATION

The Corporation is authorized to issue Fifty Thousand (50,000) shares of common stock, par value \$.0001 per share. Each share of common stock shall entitle the holder thereof to one vote. Not holder of any of share of the common stock shall be entitle to any right of cumulative voting.

ARTICLE IV
REGISTERED AGENT

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

E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

ARTICLE V
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H00000067264 2)))
- (e.) Florida Bar No. 180595

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ARTICLE VI
CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the Florida Business Corporations Act (the "FBCA").

ARTICLE VII
DIRECTORS

The corporation shall have one director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one director.

ARTICLE VIII
BYLAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors.

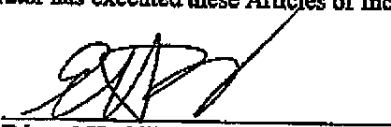
ARTICLE IX
CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE XI
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of December, 2000.


Edward H. Gilbert, Incorporator

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H00000067264 2)))
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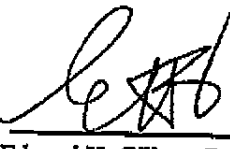
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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of VISUAL RELEASING, INC. contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0308 of the Florida Business Corporation Act.

E.H.G. RESIDENT AGENTS, INC.

Date: December 27, 2000

By: 

Edward H. Gilbert, President

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