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TRANSMITTAL LETTER

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

FILED
00 DEC 26 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/27/00--01013--007
*****78.75 *****78.75

SUBJECT: VISUAL DIRECT INC.

Enclosed is an original and one (1) copy of the ARTICLES OF INCORPORATION and a check for:

<u> </u> \$70.00	<u> X </u> \$78.75	<u> </u> \$122.50	<u> </u> \$131.2
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificates

FROM:

Erwin Diaz-Solis
Name (printed or typed)

3501 SW. 107 Ave
Address

Miami, FL 33165
City, State & Zip Code

(305) 554-7724
Daytime Telephone Number

3-01

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: VISUAL DIRECT INC.

ARTICLE II PRINCIPAL OFFICE The principal place of business and mailing address of this corporation shall be:

3501 SW. 107 Ave.

Miami, Fl. 33165

ARTICLE III : SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred Shares Common Stock no Par value

ARTICLE IV : INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Erwin Diaz-Solis
3501 SW. 107 Ave
Miami, FL 33165

ARTICLE V INCORPORATOR(S)
See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is

Ali Bohorquez
with 50% of the corporation shares
President


3501 SW. 107 Ave .
Miami, Fl. 33165

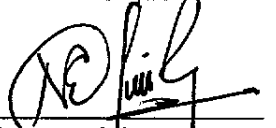
Nestor Olivares
with 50% of corporation shares
Secretary, and Treasurer

SAME

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

15th. day of December, 2000.



Ali Bohorquez


Nestor Olivares

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is : VISUAL DIRECT INC.

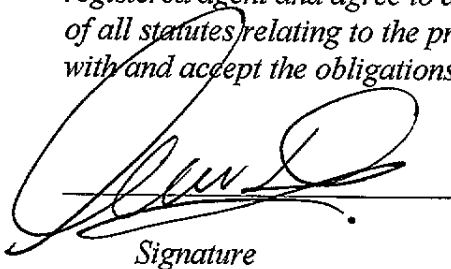
The name and address of the registered agent and office is:

Erwin Diaz-Solis
(Name)

3501 SW. 107 Ave
(Address)

Miami, FL 33165
(City/State/Zip)

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 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 positions as registered agent.


Signature

Date : 12-15-2000