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THOMAS S. HUDSON
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Of Counsel - Ohio Only

December 21, 2000

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

FILED
00 DEC 28 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In re: Vista System, Inc.

Dear Sir or Madam:

Enclosed are the original and a copy of the Articles of Incorporation for Vista System, Inc., and a check in the amount of \$105.00 computed as follows:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	
\$8.75 per page to	
maximum of \$52.50	\$ 35.00
Total	\$105.00

Please return the certified copy to the above Sarasota Office.

Thank you for your kind assistance.

Very truly yours



Thomas S. Hudson

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-12/28/00--01051--018
***105.00 ***78.75

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Articles of Incorporation
Of
Vista System, Inc.

FILED
00 DEC 28 PM 12: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

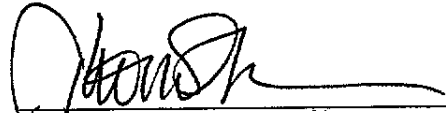
- 1. NAME:** The name of the Corporation is Vista System, Inc., and its principal place of business will be as follows:
4702 E. Lake Circle, Sarasota, Florida 34232
- 2. TERM:** The corporation shall exist perpetually.
- 3. PURPOSE:** The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act, specifically including the manufacture, marketing and distribution of products and materials related to commercial signage..
- 4. CAPITAL STOCK:** The corporation is authorized to issue 750 shares of common stock at a par value of \$ 0 per share.
- 5. REGISTERED AGENT:** The initial registered agent for this corporation is Thomas S. Hudson and the initial registered office is located at 1800 Second Street, Suite 960, Sarasota, Florida, 34236
- 6. DIRECTORS:** This corporation shall have two directors initially. The number shall be fixed by the bylaws and may be changed from time to time.
- 7. INITIAL DIRECTORS:** The names and street address of each member of the first board of directors is:

Roger G. Schneider
4702 E. Lake Circle, Sarasota, Florida 34232
Samuel H. Schneider
4702 E. Lake Circle, Sarasota, Florida 34232

The foregoing Director[s] shall hold office until the first annual meeting of stockholders.

8. **INCORPORATOR:** The name and street address of the incorporator is Thomas S. Hudson, 1800 Second Street, Suite 960, Sarasota, Florida 34236

Dated this December 21, 2000.


Thomas S. Hudson

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me this December 21, 2000, appeared the above-named Thomas S. Hudson, and acknowledged the foregoing instrument, swearing to it and subscribing it in my presence.

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TALLAHASSEE, FLORIDA

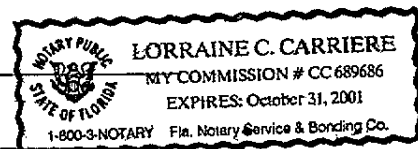
Lorraine C. Carriere

Notary Public

My commission expires:

Personally known ✓ or produced identification

Type of Identification Produced



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation. I hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Thomas S. Hudson

Thomas S. Hudson