

ASHLEY R. POLLOW, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

• ATRIUM FINANCIAL CENTER •

* Member of Florida and Texas Bars

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February 8, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

PO10000016202

FILED
01 FEB 12 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100003674501--5
-02/12/01--01106--018
*****70.00 *****70.00

Re: Incorporation
VISIONWORX, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of VISIONWORX, INC.'s Articles of Incorporation and a check for \$70.00, representing payment for the following:

Filing Fee	35.00
Registered Agent Fee	35.00

Please file the original Articles of Incorporation and conform the copy. The conformed copy can be sent to the undersigned.

Thank you.

Very truly yours,

Ashley R. POLLOW, P.A.

By: Ashley R. Pollow, Esquire
For the Firm

Enclosures

cc: VISIONWORX, INC. (W/O Encls.)

MARTIN COUNTY OFFICE
CENTRAL PARKWAY PROFESSIONAL CENTER
941 CENTRAL PARKWAY
STUART, FLORIDA 34994
(561) 221-1099

NAME ok per KR

2-13-01

**ARTICLES OF INCORPORATION
OF**

VisionWorx, Inc.

FILED
01 FEB 12 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Michael S. Phillips executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

- a. The name of this corporation shall be: VisionWorx, Inc.
- b. The mailing address of this corporation shall be at:
c/o Ashley Pollow, Esq.
1515 N. Federal Highway, Suite 300
Boca Raton, FL 33432

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

- a. The aggregate number of shares, which this corporation shall have authority to issue, is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.
- b. The capital stock may be paid for in property, labor, services or cash.
- c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office:

1515 N. Federal Highway, Suite 300
Boca Raton, FL 33432

Registered Agent: Ashley R. Pollow, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of member or members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: Michael S. Phillips

ADDRESS: 60 Sudan Street, Apt. No. 1
Dorchester, MA 02125

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

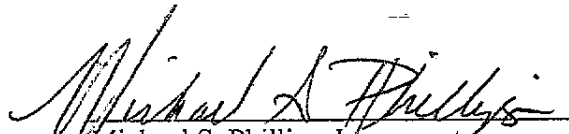
NAME: Michael S. Phillips

ADDRESS: 60 Sudan Street, Apt. No. 1
Dorchester, MA 02125

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 01st day of February 2001


Michael S. Phillips, Incorporator

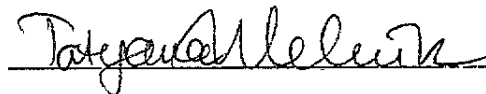
STATE OF Mass)

COUNTY OF Suffolk)

) SS: 022-52-4437

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Michael S. Phillips, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of February 2001 by Michael S. Phillips who is personally known to me or who has produced _____ as identification and who did take an oath.



Notary Public

NAME: Tatyana Melnik

ADDRESS 63 Franklin St, Boston, MA 02110

Commission No.:

My commission expires: 5-19-2006

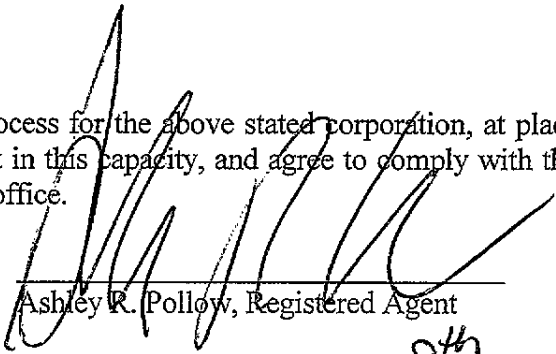
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First, that VisionWorx, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, Palm Beach County, State of Florida, has named Ashley R. Pollow, located at 1515 N. Federal Highway, Suite 300, Boca Raton, FL 33432 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ashley R. Pollow, Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of February 2001, by Ashley R. Pollow who is personally known to me or who has produced _____ as identification and who did take an oath.



Tina M. Bivona

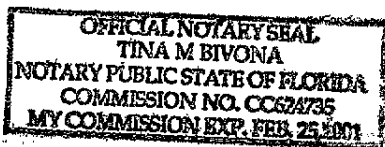
Notary Public

NAME: TINA M. BIVONA

ADDRESS 1515 N. Federal Hwy, #300, Boca Raton, FL 33432

Commission No.:

My commission expires:



FILED
01 FEB 12 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA