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GRIFFIN HELWIG, P.A.  
Attorney at Law

Griffin Helwig

February 26, 2001

One San Jose Place, Suite 31  
Jacksonville, Florida 32257

Telephone (904) 268-7155  
Fax (904) 268-3209  
Email: law@ghelwig.net

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

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-03/02/01--01034--010  
\*\*\*\*122.50 \*\*\*\*\*78.75

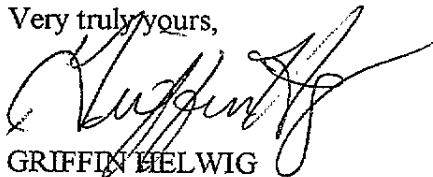
Re: Visitors TV, Inc.

Dear Sir/Madam:

In connection with the above corporation, I have enclosed the original and a copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$122.50 for the required filing fee and cost of a certified copy of the Articles.

Please file the Articles and return the certified copy to me at the above address, and thank you for your assistance in this matter.

Very truly yours,

  
GRIFFIN HELWIG

GH/abc  
Encl.

FILED  
01 MAR - 2 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PH 3/6/01

**ARTICLES OF INCORPORATION**  
**OF**  
**VISITORS TV, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is **Visitors TV, Inc.**

**ARTICLE II - TERM OF EXISTENCE**

The period of duration of the corporation is perpetual.

**ARTICLE III - NATURE OF BUSINESS**

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - AUTHORIZED SHARES**

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 10384 Triple Crown Avenue, Jacksonville, Florida, 32257. The name of the initial registered agent and address of the

registered agent for the corporation is TRISH THOMAS, 10384 Triple Crown Avenue, Jacksonville, Florida, 32257.

#### ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of four (4) members who need not be residents of the State of Florida or shareholders of the corporation.

#### ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as initial Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TRISH THOMAS	10384 Triple Crown Avenue Jacksonville, Florida 32257
GREG M. THOMAS	10384 Triple Crown Avenue Jacksonville, Florida 32257
LOUISE THOMAS	1821 Jeannie Street Holt, Michigan 48842
JACK THOMAS	1821 Jeannie Street Holt, Michigan 48842

The Directors shall be elected in accordance with the By-laws of the corporation.

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TRISH THOMAS	10384 Triple Crown Avenue Jacksonville, Florida 32257
GREG M. THOMAS	10384 Triple Crown Avenue Jacksonville, Florida 32257

**ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

**ARTICLE X - PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

**ARTICLE XI - DETERMINATION OF CONSIDERATION**

The stockholders shall have the right to determine, in every instance, the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation on the 26 day of February, 2001.

Trish Thomas  
TRISH THOMAS

Greg M. Thomas  
GREG M. THOMAS

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26 day of February, 2001, by TRISH THOMAS and GREG M. THOMAS, each of whom produced FL Driver  
Licenses as identification.

Angela B. Carter  
Notary Public, State of Florida



FILED

01 MAR -2 PM 1:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept designation as registered agent of **Visitors TV, Inc.**

*Trish Thomas*

TRISH THOMAS