

FROM

Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

Vista Marketing Solutions, Inc.

Certificate of Status	1
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Page Count	04

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**ARTICLES OF INCORPORATION
OF
VISTA MARKETING SOLUTIONS, INC.**

THE UNDERSIGNED, acting as the sole Incorporator of Vista Marketing Solutions, Inc., (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
Name**

The name of the Corporation is: Vista Marketing Solutions, Inc.

**ARTICLE II
Purpose**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE III
Capital Stock**

The Corporation is authorized to issue Ten Thousand (10,000) shares of capital stock, par value One Cent (\$.01) per share, which shall be designated "Common Shares" and all of which shall have the same rights and privileges.

**ARTICLE IV
Pre-emptive Rights**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Curt P. Cresly, Esquire
Florida Bar #0054712
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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ARTICLE V
Principal Office

The address of the principal office of the Corporation is 1901 Ulmerton Road, Suite 400, Clearwater, Florida 33762.

ARTICLE VI
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 200 Laura Street North, Third Floor, Jacksonville, Florida 32202, and the Registered Agent at such address is F & L Corp.

ARTICLE VII
Initial Board of Directors

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished (but not below one) from time to time by the Bylaws. The name and address of the initial Director of the Corporation is:

Bruce Bennett
1901 Ulmerton Road
Suite 400
Clearwater, Florida 33762

ARTICLE VIII
Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

Curt P. Creely, Esquire
Foley & Lardner
100 North Tampa Street, Suite 2700
Tampa, Florida 33602

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

Curt P. Creely, Esquire
Florida Bar #0054712
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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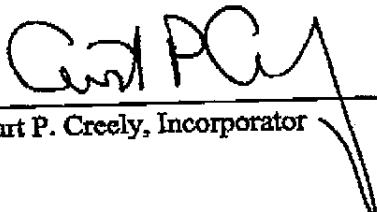
ARTICLE X
Indemnification

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 4th day of May, 2001.


Curt P. Creely, Incorporator

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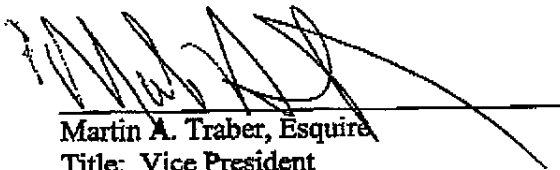
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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Vista Marketing Solutions, Inc.

DATED: Effective this 4th day of May, 2001.

F & L CORP.



Martin A. Traber, Esquire
Title: Vice President
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602

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Curt P. Creely, Esquire
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