

TRANSMITTAL LETTER  
*P01000052287*

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

200004217352--4  
-05/15/01--01081--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: VISUAL DIFFERENCE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: KAY S. OSTERMAN  
Name (Printed or typed)

P O Box 9612  
Address

PORT ST. LUCIE, FL. 34985  
City, State & Zip

561-335-3929  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

*Kay S. Osterman* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *R/A acceptance*  
DATE *5/25/01*  
DOC. EXAM *Devin Brown*

D. BROWN MAY 25 2001

FILED  
01 MAY 15 AM 11:33  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
of  
VISUAL DIFFERENCE, INC**

**FILED**  
**01 MAY 15 AM 11:33**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is VISUAL DIFFERENCE, Inc.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal is:

P.O. Box 9612  
Port St. Lucie, FL 34985

Physical office address of the initial principal is:

2168 S.E. Trillo Street  
Port St. Lucie, Fl. 34952

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Kay S. Osterman  
VISUAL DIFFERENCE, Inc.  
2168 S.E. Trillo Street  
Port St. Lucie, Fl. 34952

## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Kay S. Osterman  
P.O. Box 9612  
Port St. Lucie, FL 34985

Joseph C. Osterman Jr  
P.O. Box 9612  
Port St. Lucie, FL 34985

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

*Director or Officer Interest.* In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

*Stock Transfer Restriction.* No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

*Corporate Seal.* The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

*Execution of Written Instruments.* All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

FILED  
01 MAY 15 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

I HEREBY ACCEPT THE DESIGNATION  
AS REGISTERED AGENT.

Kay S. Osterman

Kay S. Osterman, Incorporator / Registered Agent

P.O. Box 9612

Port St. Lucie, FL 34985

2168 S.E. Trillo Street

Port St. Lucie, FL 34952

FL. DR. LIC # 0236518559170

exp. 11/17/03

State of Florida, County of St. Lucie, ss:

Subscribed and sworn to (or affirmed) before me this 10 day of

May, 2001.

Deborah Shafra  
Notary Public

