

**P01000069/80**

**LAZARUS CORPORATE FILING SERVICE**

(Requestor's Name)  
**3320 S.W. 87 AVENUE**  
 (Address)  
**MIAMI, FLORIDA (305)552-5973**  
 (City, State, Zip) (Phone #)

**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

- VISIV DESIGN CORPORATION  
 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)
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 (Corporation Name) (Document #) **900004474289-9**  
 -07/13/01-01004-025  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Walk in    ☒ Pick up time 2:00    ☒ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FILED**  
 01 JUL 13 AM 11:21  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
VISIV DESIGN CORPORATION

**FILED**  
01 JUL 13 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

**ARTICLE 1- NAME**

The name of the corporation shall be VISIV DESIGN CORPORATION, Located at:  
10500 S.W. 108th Ave., Miami, Florida 33176-8600.

**ARTICLE II - DURATION**

The Corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The purpose of the corporation is to transact business in the State of Florida.

**ARTICLE IV - STATED CAPITAL**

The corporation is authorized to issue the following capital stock:

<b><u>No. Shares</u></b>	<b><u>Classification</u></b>	<b><u>Par Value</u></b>
1000	Common	\$1.00

Subject to Section 46 of the Florida Business Corporation Act, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered by others.

#### **ARTICLE V - ADDRESS AND REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is ALEXIS MORGENSTERN, 10500 S.W. 108th Ave., Miami, Florida 33176. The name and street address of the initial registered agent is ALEXIS MORGENSTERN, 10500 S.W. 108th Ave., Miami, Florida 33176.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the corporation is ALEXIS MORGENSTERN, 10500 S.W. 108th Ave., Miami, Florida 33176.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The corporation shall have directors as shall be determined by the by Laws, but shall not be less than one (1). The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is: ALEXIS MORGENSTERN, 10500 S.W. 108th Ave., Miami, Florida 33176.

#### **ARTICLE VIII - BYLAWS**

The bylaws may be altered, amended, repealed or added to by the vote of two-thirds of the Board of Directors or by a vote of a majority of the Shareholders either at a regular meeting or a

special meeting called for that purpose. Any bylaws altered, amended, repealed or added by the Board of Directors may be amended, altered or replaced by the Shareholders at any duly convened meeting thereof.

#### **ARTICLE IX - SHAREHOLDERS PROPERTY**

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

#### **ARTICLE X - AMENDMENTS TO ARTICLES**

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

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 11<sup>th</sup> day of July, 2001.

  
ALEXIS MORGENSTERN, INCORPORATOR

#### **ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of VISIV DESIGN CORPORATION.

DATED this 11<sup>th</sup> day of July, 2001.

  
ALEXIS MORGENTERN, REGISTERED AGENT

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