

AUG-21-2001 11:40 FROM-

T-664 P.001/005 F-532

P010000082279

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000091822 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : ATLAS PEARLMAN, P.A. - MPM
Account Number : 076247002423
Phone : (954)763-1200
Fax Number : (954)766-7800

FLORIDA PROFIT CORPORATION OR P.A.

VISUAL DATA NETWORKS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04 (5)
Estimated Charge	\$78.75

FILED
AUG 21 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McKnight AUG 21 2001

H01000091822 6

**ARTICLES OF INCORPORATION
OF
VISUAL DATA NETWORKS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: VISUAL DATA NETWORKS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1291 S.W. 29th Avenue, Pompano Beach, Florida, 33069.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JOEL D. MAYERSOHN, ESQ., FLA. BAR #0093492
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

H01000091822 6

3617-0100 328860.1

FILED
01 AUG 21 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000091822 6

ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be one hundred (100) shares of common stock, par value \$.0001 per share.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Joel D. Mayersohn, 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301.

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Joel D. Mayersohn, 350 E. Las Olas Boulevard, Suite 1700, Fort Lauderdale, FL 33301.

H01000091822 6

H01000091822 6

**ARTICLE IX
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

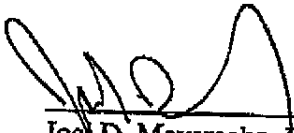
**ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on August 21, 2001.



Joel D. Mayersohn, Incorporator

H01000091822 6

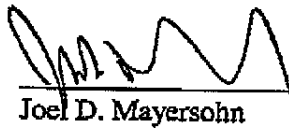
H01000091822 6

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

VISUAL DATA NETWORKS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1291 S.W. 29th Avenue, Pompano Beach, Florida 33069, has named Joel D. Mayersohn, 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Joel D. Mayersohn

FILED
01 AUG 21 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000091822 6

3617-0100 328860.1