

PD 100011 2522
NOVEMBER 15, 2001

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

Re: VISIONARY STUDIO, INC.

Gentlemen;

Enclosed, please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees necessary to file Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Please stamp the enclosed additional copy and return it to me in the enclosed envelope that I have provided for your convenience.

Very truly yours,

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-11/26/01--01056--013
*****70.00 *****70.00

ROGER RIEDEL, ADRIANA RIEDEL, WILLIAM E. DOWLING, Incorporators

MAILING ADDRESS OF CORPORATION:
8735 N. Wick Place, Tampa, Florida 33604

enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
VISIONARY STUDIO, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

VISIONARY STUDIO, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III- PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue THREE MILLION (3,000,000) shares of ONE PENNY (\$.01) Common Stock, which shall be designated "Common Shares" and have no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office and the mailing address of the corporation is:

8735 N. Wick Place
Tampa, Florida 33604

The name and street address of the Initial Registered Agent of this Corporation is:

ADRIANA RIEDEL, of
8735 N. Wick Place
Tampa, Florida 33604

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of the corporation is as follows:

ROGER RIEDEL & ADRIANA RIEDEL, of
8735 N. Wick Place
Tampa, Florida 33604

And **WILLIAM E. DOWLING**
of 6909 Conaty Rd., Tampa, Florida 33634

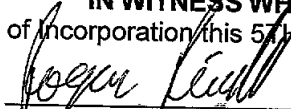
ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

ROGER RIEDEL & ADRIANA RIEDEL, of
8735 N. Wick Place
Tampa, Florida 33604

And **WILLIAM E. DOWLING**
of 6909 Conaty Rd., Tampa, Florida 33634

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of NOVEMBER, 2001.


_____(seal)
ROGER RIEDEL,



ADRIANA RIEDEL



WILLIAM E. DOWLING

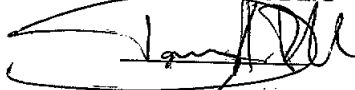
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) SS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ROGER RIEDEL, ADRIANA RIEDEL, WILLIAM E. DOWLING**, who is personally known to me who known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the foregoing Articles of Incorporation.

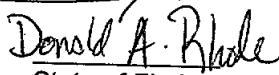
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this th day of November, 2001.

NOTARY PUBLIC

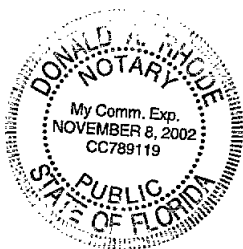
PRINT:



SIGN:



State of Florida at Large



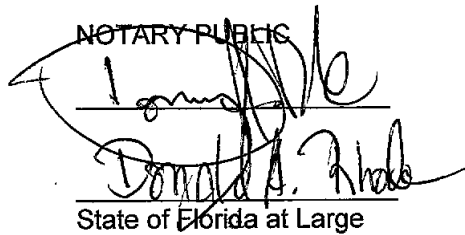
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) SS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ADRIANA RIEDEL who is personally known to me who known to be the person who executed the foregoing , and who acknowledged before me that he executed the foregoing.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this th day of November, 2001.

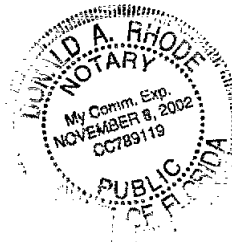
PRINT:

SIGN:

NOTARY PUBLIC

State of Florida at Large

MAILING ADDRESS OF CORPORATION:

8735 N. Wick Place
Tampa, Florida 33604



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF
VISIONARY STUDIO, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:
8735 N. Wick Place
Tampa, Florida 33604

has named

ADRIANA RIEDEL

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

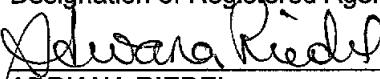
Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ADRIANA RIEDEL, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed this Designation of Registered Agent this 5TH day of NOVEMBER, 2001.

 (seal)

ADRIANA RIEDEL