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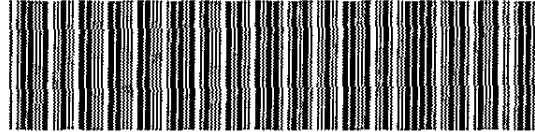
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September 6, 2006

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment to the Articles of Organization of Vision Genesis, LLC;
Articles of Incorporation for Vision Genesis, Inc.

Dear Sir/Madam:

Enclosed please find the following documents: (A) an original and one copy of articles of amendment to the articles of organization of Vision Genesis, LLC, changing the name of the limited liability company to VG Holding, LLC; (B) a check in the amount of \$25.00 to cover the filing fee for such articles of amendment; (C) an original and one copy of the articles of incorporation for Vision Genesis, Inc.; and (D) a check in the amount of \$70.00, to cover the filing fee for the articles of incorporation. Please file the articles of amendment immediately before filing the articles of incorporation, then send stamped copies of the articles of amendment and articles of incorporation to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VISION GENESIS, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I. Name

The name of this Corporation shall be:

VISION GENESIS, INC.

ARTICLE II. Principal Office

The principal address and mailing address of the Corporation shall be 5536 Metrowest Blvd., Suite 301, Orlando, FL 32811.

ARTICLE III. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV. Capital Stock

Section 1. Common Stock. The Corporation is authorized to issue one class of common stock, to be designated Common Stock ("**Common Stock**"). The maximum number of shares of Common Stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred million (100,000,000) shares. The Common Stock shall have a par value of \$0.0001 per share. Of the authorized shares of Common Stock:

- (A) Seventy-five million (75,000,000) shares are hereby designated Series A Common Stock (hereinafter "**Series A Common Stock**"); and
- (B) Twenty-five million (25,000,000) shares are hereby designated Series B Common Stock (hereinafter "**Series B Common Stock**").

The Series A Common Stock and the Series B Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 2. Preferred Stock. The Corporation is authorized to issue one class of preferred stock, to be designated Preferred Stock ("**Preferred Stock**"). The maximum number of shares of Preferred Stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred million (100,000,000) shares. The Preferred Stock shall have a par value of \$0.0001 per share. The Preferred Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

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Section 3. Dividends.

- (A) Preferred Stock. The holders of Preferred Stock shall be entitled to receive out of funds legally available for that purpose, cash dividends in the amount of eight percent (8.00%) of the Preferred Stock holders capital, payable annually, provided, however, in the event that Special Circumstances (as defined below) exist as to all or any portion of the dividends, then that portion of the dividends shall accumulate and be payable on or before the 75th day after the end of the fiscal year in which Special Circumstances no longer exist. In the event the full dividend shall not be payable in full in accordance with this Section 3(A), the holders shall receive a pro rata share of the dividend so payable. Except as otherwise provided herein with respect to the Preferred Stock, no right shall accrue to holders of Preferred Stock by reason of the fact that dividends on said shares are not declared in any year. "Special Circumstances" means, in the reasonable judgment of the Board of Directors of the Corporation based on the bona fide financial statements and budgets of the Corporation that: (1) the Corporation does not have the cash to make the distribution or would have to borrow to make the distribution; or (2) making the distribution would violate Florida law; or (3) given the reasonable cash needs of the Corporation for the next fiscal year, making the distribution would substantially limit the ability of the Corporation to engage in its normal business; or (4) making the distribution would require the Corporation to borrow to meet its normal recurring expenses.
- (B) Common Stock. No dividends or distributions shall be paid on any share of Common Stock unless and until all of the dividends payable to the holders of the Preferred Stock in accordance with Section 3(A) have been paid in full, except upon the affirmative vote, written consent, or agreement of holders of at least two-thirds of the holders of the Preferred Stock voting as a class. Subject to the foregoing, the holders of all series of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 4. Liquidation. Upon the occurrence of a Liquidating Event (as defined below) and payment of the dividend provided in Section 3(A), in full, the holders of the Preferred Stock and the holders of the Common Stock shall participate on a *pari passu* basis according to the number of shares of capital stock of the Corporation held by such holders. "Liquidating Event" means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of

more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

Section 5. Voting. The holders of the Series A Common Stock shall be entitled to vote upon all matters upon which shareholders have the right to vote, and shall be entitled to one (1) vote for each such share held by them, respectively. The holders of the Series B Common Stock and, except as provided in Section 3, the holders of the Preferred Stock shall have no voting rights.

Section 6. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5536 Metrowest Blvd., Suite 301, Orlando, FL 32811, and the name of the initial registered agent of this Corporation at that address is Anthony John Gallo

ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be two (2).

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The names and street addresses of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor(s) is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Mark Pomponio	5536 Metrowest Blvd. Suite 301 Orlando, FL 32811

Anthony John Gallo	5536 Metrowest Blvd. Suite 301 Orlando, FL 32811
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Section 6. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Anthony John Gallo	5536 Metrowest Blvd. Suite 301 Orlando, FL 32811

ARTICLE IX. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII. Shareholders' Agreements

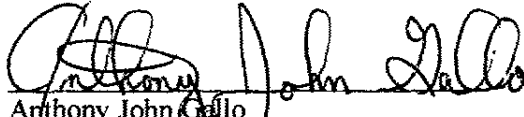
The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and

among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XIII. Affiliated Transactions

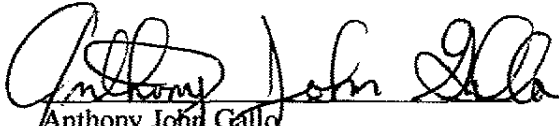
This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of September 5, 2006.


Anthony John Gallo

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of VISION GENESIS, INC.


Anthony John Gallo

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