

# WOLFE, YOUNG, O'BAKER & COMPANY

Accountants & Tax Consultants

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Reply to: Orlando

P9500000 1736

December 22, 1994

Secretary of State  
Division of Corporatio  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Point of View-Visual Merchandisers, Inc.

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY



Robert W. Wolfe

RWW/bjs  
Enclosures

cc: Steve Suggs

F. CHESSER JAN 9 1995

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-01/05/95--01092--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

***Articles of Incorporation***  
***of***  
**Point of View-Visual Merchandisers, Inc.**

**Article I - Name**

The name of the corporation is: Point of View-Visual Merchandisers, Inc

**Article II - Duration**

This corporation shall exist perpetually.

**Article III - Purpose**

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

**Article IV - Capital Stock**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**Article V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others

#### **Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 6112 Forest City Road, Orlando, Florida 32810, and the name of the initial registered agent of this corporation at that address is: Steve Suggs.

#### **Article VII - Initial Board of Directors**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Steve Suggs, 6112 Forest City Road, Orlando, Florida 32810.

#### **Article VIII - Incorporator**

The name and address of the person signing these Articles of Incorporation is: Steve Suggs, at 6112 Forest City Road, Orlando, Florida 32810.


#### **Article IX - Initial Officers**

The names and addresses of initial officers shall be Steve Suggs, 6112 Forest City Road, Orlando, Florida 32810, President, Secretary and Treasurer.

#### **Article X - By-Laws**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 28 day of Dec., A.D., 1994.


  
Steve Suggs - Incorporator

STATE of FLORIDA  
COUNTY OF ORANGE

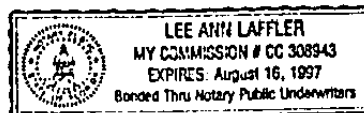
BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Steve Suggs, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct

  
Steve Suggs

SWORN and SUBSCRIBED to before me this 28 day of Dec, A.D., 1994

  
Notary Public, State of Florida  
AT LARGE

My Commission Expires: (N.P. Seal)



State of Florida  
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

The following is submitted in compliance with Section 48.091, Florida Statutes

Point of View-Visual Merchandisers, Inc., a corporation organized under the laws of the State of  
Florida, with its principal office at: 6112 Forest City Road, Orlando, Florida 32810, has named  
Steve Suggs of 6112 Forest City Road, Orlando, Florida 32810, as its Agent to accept service of  
process within this State.

Point of View-Visual Merchandisers, Inc.

BY: Steve Suggs  
Steve Suggs, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the  
designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.

Steve Suggs  
Steve Suggs, Resident Agent