

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FEB 1 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 29 1220

RE: Visionary Products
Marketing Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
Foreign Corp. Copy		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone () _____		
Top Priority		
Express Mail Prep		
FAX () _____ pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
VISIONARY PRODUCTS MARKETING, INC.

FILED
95 FEB -9 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as^b the Sole Incorporator of the Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is:
VISIONARY PRODUCTS MARKETING, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is to engage in any activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

Initial Issue: Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$1.00) per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

FIFTH

The address of the initial principal office of the Corporation is:

7220 Founders Way
Ponte Vedra Beach, Florida 32082

The mailing address of the Corporation is:

P.O. Box 427
Ponte Vedra Beach, Florida 32004-0427

SIXTH

The name of the initial Registered Agent is: RICHARD H. DUBOIS, whose mailing address is:

7220 Founders Way
Ponte Vedra Beach, Florida 32082

SEVENTH

The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Florida nor a Shareholder of the Corporation.

EIGHTH

The name and address of the person who shall serve as the initial Director until the first annual meeting of Shareholders, or until his successor shall be elected and qualified, is as follows:

RICHARD H. DUBOIS P.O. Box 427
Ponte Vedra Beach, Florida 32004-0427

NINTH

The name and address of the initial Incorporator is as follows:

RICHARD H. DUBOIS P.O. Box 427
Ponte Vedra Beach, Florida 32082-0427

TENTH

The name and address of the person who shall serve as the Officer until the first annual meeting of Shareholders, or until his successor(s) has been elected and qualified, is as follows:

RICHARD H. DUBOIS P.O. Box 427
President/Secretary Ponte Vedra Beach, Florida 32082-0427

ELEVENTH

Majority consent of the Stockholders of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

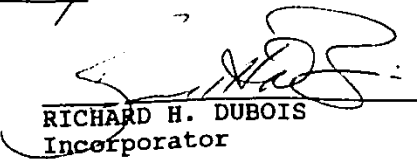
THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

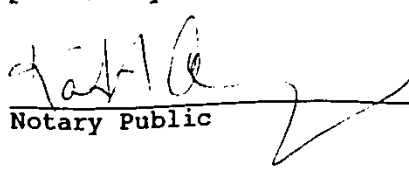
The effective commencement date of this corporation shall be upon filing hereof.

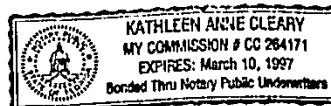
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 8 day of February, 1995.


RICHARD H. DUBOIS
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 8 day of FEBRUARY, 1995, by RICHARD H. DUBOIS, who is personally known to me and who did/did not take and oath.


Notary Public



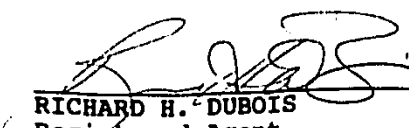
FILED

95 FEB -9 AM 11:30

ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being a citizen of St. Johns County,
Florida, do hereby accept the designation of Registered Agent of
the above-named Corporation.


RICHARD H. DUBOIS
Registered Agent
7220 Founders Way
Ponte Vedra Beach, FL 32082