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CORPCO™

**CORPORATIONS & COMPANIES, INC.**

Incorporation Specialists

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2 February 1995

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400001400574  
-02/08/95--01083--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: M & R VISUAL, INC./ARTICLES OF INCORPORATION**

Dear Sir or Madam:

Enclosed herewith for filing with the Florida Department of State are an original and one copy of the Certificate of Incorporation of M & R VISUAL, INC., as well as the Certificate of Designation of Registered Agent/Registered Office. Please file the Articles of Incorporation on a regular basis, and return a stamped "FILED" copy of same to our office by regular mail. A self-addressed return envelope is provided for your convenience. Also, enclosed herewith is our check in the amount of \$70.00, representing payment of filing fees.

If you have any questions, please do not hesitate to contact me. Thank you in advance for cooperation and assistance in this matter.

Very truly yours,

*Barb Pizzo/dt*

BARB PIZZO  
Sales Representative

BP:dmf  
Enclosures

(dmf\corpo\letters\flstate2.ltr)

FILED  
95 FEB -8 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN FEB 10 1995

**ARTICLES OF INCORPORATION**

**of**

**M & R VISUAL, INC.**

FILED  
95 FEB -8 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

**M & R VISUAL, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 22836 Marbella Circle, Boca Raton, Florida 33433.

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at no par value.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is: Ronald A. Episcopo, 22836 Marbella Circle, Boca Raton, Florida 33433.

**ARTICLE V - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is: Stephen D.M. Robinson, Esquire, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 2nd day of February, 1995.

  
STEPHEN D.M. ROBINSON, ESQUIRE,  
Incorporator

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Mr B Visual, Inc.

2. The name and address of the registered agent and office is:

Ronald A. Episcopo  
(Name)  
2836 Marbella Circle  
(P.O. Box not acceptable)  
BoCA Baton, FL 3343  
(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]  
(Signature)

2/1/95  
(Date)