

04/

3

6077

ZEDER

0003

# P9500027805

Terminal Emulation

CONNECTED 0102140

File Edit Services Special

(((H95000003781)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: ADORNO & ZEDER, P.A.  
2601 S BAYSHORE DR  
SUITE 1600  
MIAMI FL 33133-

FAX: (904) 922-4000

CONTACT: CHRISTINE A SEQUENZIA

PHONE: (305) 858-5555

FAX: (305) 858-4777

(((H95000003781)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VINCONTI ENTERPRISES, INC.

FAX AUDIT NUMBER: H95000003781

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/03/1995

TIME REQUESTED: 12:06:38

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072100000120

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000003781)))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND &lt;CR&gt;:

F1=Help F10=Menu bar F5=Logging [OFF] F6=Printer [OFF]

95A-16121

4/7

FILED  
55 APR -7 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

80 APR 11 1995

**ADORNO & ZEDER**

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
8801 SOUTH BAYSHORE DRIVE  
SUITE 1600  
MIAMI, FLORIDA 33133

TELEPHONE (305) 888-8888  
FAX (305) 888-4777

Please deliver the following page(s) to:

NAME: Electronic Filing  
ADDRESS: Department of State - Division of Corporations  
TELECOPIER #: 904/922-4000  
CONFIRMATION #: 904/487-6900  
FROM: Justin Wilson  
Corporate Services - Corporations Department  
COMMENTS: please file attached  
Total number of pages including cover letter: 4  
DATE: 4/3/95  
A & Z Reference: 09934.001

**NOTICE TO RECIPIENT**

All the pages which constitute this facsimile transmission contain information which is confidential and covered by attorney-client privilege. The information is intended solely for the use of the person to whom it is addressed or directed. If the reader of this notice is not listed above, or if the reader is not an employee or agent responsible for delivering the facsimile transmission to the addressee, then you are hereby notified that any dissemination, distribution or reproduction of any or all of these pages is strictly prohibited. If you have received this facsimile transmission in error please notify us immediately by telephone, collect, at (305) 888-5555, and return the original facsimile transmission to us at Adorno & Zeder, P.A., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 via the U.S. Postal Service. We will reimburse you for the postage. Thank you.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Moetham  
Secretary of State

April 3, 1995

ADORNO & ZEDER, P.A.

MIAMI, FL 33133

SUBJECT: VISCONTI ENTERPRISES, INC.  
REF: W95000007186

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000003781  
Letter Number: 795A00015029

ADORNO & ZEDER  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
2601 SOUTH BAYSHORE DRIVE  
SUITE 1600  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 558-5555  
FAX (305) 558-4777

F7  
F7  
F7

~~ORIGINAL~~  
~~FILE~~  
~~2:10~~

Please deliver the following page(s) to:

NAME: Electronic Filing  
ADDRESS: Department of State - Division of Corporations  
TELECOPIER #: 904/922-4000  
CONFIRMATION #: 904/487-4900  
FROM: Justin Wilson  
William A. Sullivan - Corporations Department  
COMMENTS: please file attached  
Total number of pages including cover letter: 25  
DATE: 4/3/95  
A & Z Reference: 09934.001

## NOTICE TO RECIPIENT

All the pages which constitute this facsimile transmission contain information which is confidential and covered by attorney-client privilege. The information is intended solely for the use of the person to whom it is addressed or directed. If the reader of this notice is not listed above, or if the reader is not an employee or agent responsible for delivering the facsimile transmission to the addressee, then you are hereby notified that any dissemination, distribution or reproduction of any or all of these pages is strictly prohibited. If you have received this facsimile transmission in error please notify us immediately by telephone, collect, at (305) 558-5555, and return the original facsimile transmission to us at Adorno & Zeder, P.A., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 via the U.S. Postal Service. We will reimburse you for the postage. Thank you.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 6, 1995

ADORNO & ZEDER, P.A.

MIAMI, FL 33133

SUBJECT: VISCONTI ENTERPRISES, INC.  
REF: W95000007186

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

LETTER RECIEVED TODAY ONLY INCLUDED THE COVER SHEET AND LETTER, PLEASE RE-SEND THE DOCUMENT UNDER NEW NAME.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000003781  
Letter Number: 295A00015428

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

ARTICLES OF INCORPORATION  
of  
VISCONTI INDUSTRIES INCORPORATED

H95000003781

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is Visuonti Industries Incorporated (the "Corporation").

ARTICLE II. - MAILING ADDRESS

The mailing address of the Corporation is:

3109 Grand Avenue  
Suite 311  
Coconut Grove, Florida 33133

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV. - INITIAL REGISTERED  
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation shall be:

Christine A. Sequenzia  
2601 S. Bayshore Drive, Suite 1600  
Miami, Florida 33133

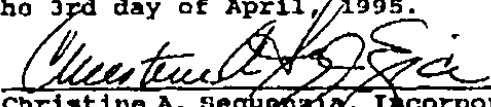
ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Christine A. Sequenzia, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 3rd day of April, 1995.

Prepared by:  
Greg St. John  
Florida Bar - 0240941  
Adorno & Zeder, P.A.

2601 S. BAYSHORE DRIVE  
MIAMI, FLA. 33133  
TEL. 858-5555

  
Christine A. Sequenzia, Incorporator

H95000003781

FILED  
95 APR -7 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

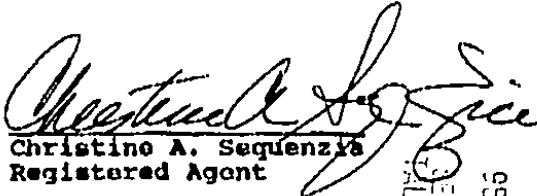
1. The name of the Corporation is:

VISCONTI INDUSTRIES INCORPORATED

2. The name and address of the registered agent and the registered office is: Christine A. Sequenzia, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of Visconti Industries Incorporated at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: 4/3, 1995

  
Christine A. Sequenzia  
Registered Agent

T:\transfer\corp\mark.reg

FILED  
95 APR -7 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA