

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0101 FAX

800-342-8086



**P95000041614**

ACCOUNT NO. : 072100000032

REFERENCE : 605037 4143A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pyzato*

ORDER DATE : May 26, 1995

ORDER TIME : 9:48 AM

ORDER NO. : 605037

500000150012005

CUSTOMER NO: 4143A

CUSTOMER: Alan Jay Lewis, Esq  
FROMBERG FROMBERG LEWIS AND  
BRECKER, P.A.  
Suite 505  
20801 Biscayne Boulevard  
N. Miami Beach, FL 33180

DOMESTIC FILING

NAME: VISIONSOFT, INC.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: MAY 26 1995 BSB

FILED  
MAY 26 PM 12:47  
TALLAHASSEE, FL 32301  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
VISIONSOFT, INC.**

**FILED  
95 MAY 26 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of this corporation is VISIONSOFT, INC. and its mailing address is 20499 Links View Drive, Boca Raton, FL 33434.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of one (\$1.00) dollar par value common stock.

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

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<b><u>Registered Agent</u></b>	<b><u>Street Address of Registered Office</u></b>
Dade County Corporate Agents, Inc.	20801 Biscayne Boulevard, Suite #505 Aventura, FL 33180 Attn: Alan J. Lewis, Vice-President

**ARTICLE V - 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 by the By-Laws, but shall never be less than one. The initial Director of this corporation shall be the Incorporator named below.

**ARTICLE VI - INCORPORATOR**

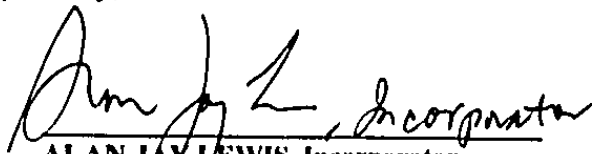
The name and address of the person signing these articles is:

ALAN JAY LEWIS, ESQ.  
FROMBERG, FROMBERG, LEWIS & BRECKER, P.A.  
20801 Biscayne Boulevard, #505  
Aventura, FL 33180

**ARTICLE VII - INDEMNIFICATION**

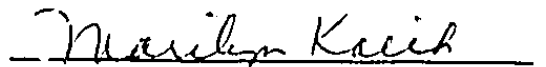
The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

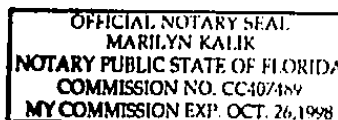
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of May, 1995.

  
ALAN JAY LEWIS, Incorporator

STATE OF FLORIDA           )  
  )ss:  
COUNTY OF Dade           )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 1995, by ALAN JAY LEWIS, who is personally known to me.

  
Signature of person taking acknowledgment  
Print name:  
Title or rank:  
Commission No.:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, DADE COUNTY CORPORATE AGENTS, INC., whose address is 20801 BISCAYNE BOULEVARD, SUITE #505, AVENTURA, FLORIDA 33180, hereby accepts the appointment as Registered Agent of VISIONSOFT, INC., which is contained in the foregoing Articles of Incorporation.

DATED THIS 25 day of May, 1995.

By: Alun J. Lewis, Vice President  
Dade County Corporate Agents, Inc.  
Alun J. Lewis, Vice-President

FILED  
MAY 26 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F:\USERS\NAK\WP\ILLS\REINMAN\VISIONSOFT\INC

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-141-8086



**P95000041614**

ACCOUNT NO. : 072100000032

REFERENCE : 665613 4143A

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pyzik*

ORDER DATE : August 21, 1995

ORDER TIME : 9:06 AM

500001561845

ORDER NO. : 665613

CUSTOMER NO: 4143A

CUSTOMER: Alan Jay Lewis, Esq  
Fromberg Fromberg Lewis And  
Suite 505  
20801 Biscayne Boulevard  
N. Miami Beach, FL 33180

DOMESTIC AMENDMENT FILING

NAME: VISIONSOFT, INC.

X ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

RECEIVED  
95 AUG 21 11:06 11  
FILED  
95 AUG 21 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*0121*

*name changed*  
*CC*

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
VISIONSOFT, INC.

21130  
95 AUG 21 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

By unanimous vote of all of the issued and outstanding Shares of Stock of VISIONSOFT, INC., a Florida corporation, said corporation does hereby, pursuant to Florida Statute §607.1003(6), amend the existing Articles of Incorporation, in the following manner:

1. The name of the Corporation is VISIONSOFT, INC.
2. ARTICLE I is hereby amended to change the name of the Corporation to:

VISIONSOFT VENTURES INC.

3. The date of the Amendment described herein, as unanimously adopted by all of the issued and outstanding Shares of Stock of the Corporation, was July 15, 1995.
4. The Amendment described herein was adopted unanimously by the vote of all of the issued and outstanding Shares of Stock of the Corporation at a Special Meeting of the Board of Directors and Shareholders on July 15, 1995

DATED this 15 day of July, 1995.

VISIONSOFT, INC.

By:

Howard Reisman  
HOWARD REISMAN, President

Attest:

Howard Reisman  
HOWARD REISMAN, Secretary

STATE OF Florida

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15 day of July, 1995, by HOWARD REISMAN, President of VISIONSOFT, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me or he has produced \_\_\_\_\_ as identification.

Judith M. Jensen  
Signature of Individual taking acknowledgment

Print name: JUDITH M. JENSEN

Title: \_\_\_\_\_ NOTARY PUBLIC STATE OF FLORIDA

Commission No.: \_\_\_\_\_ MY COMMISSION EXPIRES SEP 28, 1995  
BONDED THROUGH GENERAL INS. UND.