

EARTH VISIONS, Inc
244 Grove St.
Morritt Island, Fla 32925
(407) 636-4614

June 23, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

945000050557

Subject: Earth Visions, Inc.

Please find enclosed an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$131.25 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$52.50
Registered Agent fee	\$35.00
Certificate	\$ 8.75
Total	\$131.25

RECEIVED
JUN 27 1995

Please file the original of the enclosed Articles of Incorporation and return a certified copy and a Certificate to the undersigned. Thank you for your attention to this matter.

Sincerely,


Robert C Benson

JUN 28 1995 BSB

FILED
JUN 27 PM 2:31

ARTICLES OF INCORPORATION

EARTH VISIONS, INC.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be: **EARTH VISIONS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation in the State of Florida shall be:

244 Grove St.
Merritt Island, Fla 32925

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

This corporation is authorized to issue 1,000 shares of common stock having a par value of one dollar (\$1.00) per share, which shall be designated Common Shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert Cary Benson
7215 Pluto Avenue
Cocoa, FL 32927
(407) 636-4614

ARTICLE V - INCORPORATORS(S)

The name and street address of the incorporators to these Articles of Incorporation are:

Robert Cary Benson
MaryAnn Benson
7215 Pluto Avenue
Cocoa, FL 32927
(407) 636-4614

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws adopted by the shareholders, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Robert Cary Benson
Maryann Benson
7215 Pluto Avenue
Cocoa, FL 32927
(407) 636-4614

ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE X - PREEMPTIVE RIGHTS

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

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall constitute an official act of the shareholders.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

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

ARTICLE XV - RESTRICTIONS ON TRANSFER OF STOCK

The death or notice of intention to sell her shares on the part of any shareholder shall give rise to successive options on the part of the corporation and thereafter the remaining shareholders, pro rata, to purchase all or any of the shares owned by such shareholder, the option price to be the appraised price. The corporation shall have the first option as to such purchase to the extent of the amount of capital surplus.

The undersigned incorporators have executed the foregoing Articles of Incorporation this 21 day of June, 1995.


ROBERT CARY BENSON

Incorporator/Registered Agent


MARYANN BENSON
Incorporator

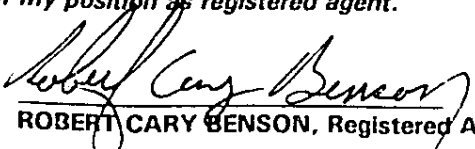
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is: Earth Visions, Inc
2. The name and address of the registered agent and office is:

Robert Cary Benson
7215 Pluto Ave
Cocoa, Fla 32927

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.


ROBERT CARY BENSON, Registered Agent

23 June 95
DATE