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LAW OFFICES OF
Richard C. Bagdasarian
PROFESSIONAL ASSOCIATION

RICHARD C. BAGDASARIAN
BOARD CERTIFIED
CIVIL TRIAL LAWYER

MARY L. LEE, CLU
CERTIFIED LEGAL ASSISTANT

SEP 25 1995
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September 18, 1995

Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

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RE: VISION SYSTEMS, INC.
Our File #: 95-2081

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, for filing by the Department of State in accordance with the Florida General Corporation Act.

You will also find enclosed a check payable to the Department of State in the amount of \$122.50 to cover the following:

Filing Fee for Articles	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	<u>\$35.00</u>
Total	\$122.50

The certified copy of the Articles should be mailed to the Law Offices of Richard C. Bagdasarian, P. A., 1800 Corporate Blvd., N.W., Suite 320, Boca Raton, Florida 33431.

Thank you for your cooperation in this matter.

Very truly yours,



RICHARD C. BAGDASARIAN

RCB:lk
Enclosures

SEP 26 1995

ARTICLES OF INCORPORATION

OF

VISION SYSTEMS, INC.

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ARTICLE I. NAME

The name of the corporation shall be:

VISION SYSTEMS, INC.

The principal place of business of this corporation shall be:

405 GETTYSBURG PLACE, DUNWOODY, GEORGIA 30350

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at .10 cents par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 1800 Corporate Blvd., N.W., Suite 302, Boca Raton, Florida 33431, and the name of the initial registered agent of the Corporation at that address is RICHARD C. BAGDASARIAN, ESQUIRE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors can be changed from time to time in accordance with the By-Laws. The name and street address of the initial members of the Board of Directors are:

PETER ASARE
405 GETTYSBURG PLACE
DUNWOODY, GEORGIA 30350

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

PETER ASARE, President/Secretary/Treasurer
405 GETTYSBURG PLACE
DUNWOODY, GEORGIA 30350

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

PETER ASARE, President/Secretary/Treasurer
405 DUNWOODY PLACE
DUNWOODY, GEORGIA 30350

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14 day of September, 1995.

Peter Asare
PETER ASARE, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of September, 1995 by PETER ASARE, who is personally known to me or who has produced State of Georgia as identification and who did/did not take an oath.

Mary L. Lee
NOTARY PUBLIC, State of Florida

My Commission Expires:

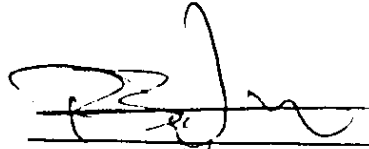


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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VISION SYSTEMS, INC., at the place designated in the Articles of Incorporation, RICHARD C. BAGDASARIAN, ESQUIRE, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, relative to keeping open such office.

Dated this 14 day of September, 1995.



RICHARD C. BAGDASARIAN, ESQUIRE