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R. HARTLEY & ASSOC.
A PROFESSIONAL ASSOCIATION

ROGER P. HARTLEY
CLEARWATER, FL
(813) 401-4707

608 COURT STREET, SUITE A
CLEARWATER, FLORIDA 34618
FAX: CALL FOR UNLISTED FAX

HOLIDAY, FL
(813) 938-2446

Jan 18, 1996

Secretary of State
Corporate Division
The Capital
Tallahassee, FL 32304

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*****70.00 *****70.00

RE: VISUAL SYSTEMS INTERNATIONAL, INC.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed, payable to Secretary of State, for the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00

Total: \$70.00

Please file the original of the enclosed Articles of Incorporation. Please confirm receipt of same by notifying the undersigned at the address on this letterhead.

Yours Truly,

ROGER P. HARTLEY, ESQ.

RPH/rml
ENCL

artinclt.ss

RECEIVED
JAN 22 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. RECEIVED JAN 25 1996

ARTICLES OF INCORPORATION
OF
VISUAL SYSTEMS INTERNATIONAL, INC.

FILED
96 JAN 22 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s) file these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME

The name of this corporation shall be VISUAL SYSTEMS INTERNATIONAL, INC.

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

CORPORATE PURPOSE

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE IV

AUTHORIZED STOCK

The authorized capital stock of this corporation shall consist of 7,000 shares of Common Stock with a par value of \$1.00 per share.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares, or upon the sale of securities of the corporation convertible into or carrying a right of the same kind, class or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Initial Registered Office, and the initial principal office, of this corporation in the State of Florida, shall be: Kogerama Building # 308, 5445 Mariner St., Tampa, Florida 33609. The name of the Initial Registered Agent of the Corporation at the registered office shall be KEVIN HOLDEN.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Initial Board of Directors of this Corporation shall be comprised of one person. The name(s) and address of the person who shall serve as the member(s) of the Initial Board of Directors are as follows: KEVIN HOLDEN, Kogerama Building # 308, 5445 Mariner St., Tampa, Florida 33609.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator(s) of the

Corporation is: KEVIN HOLDEN, Kogorama Building #308,
5445 Mariner St., Tampa, Florida 33609.

ARTICLE IX

INDEMNIFICATION

The corporation shall have the power and authority to indemnify any officer or director, or any former officer or director, to the full extent provided for by law.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

This corporation reserves a right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and the rights conferred upon shareholders is subject to this reservation. This corporation further reserves the right to amend or appeal any provision of any by-laws providing said amendment shall not conflict with the Articles of Incorporation as they may be from time to time amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of January, 1996.

Kevin Holden
KEVIN HOLDEN
Incorporator

5445 MARINER ST. STE. 308
TAMPA, FLORIDA 33609
Address of Incorporator

CERTIFICATE DESIGNATING RESIDENT AGENT
AND
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA
FOR
VISUAL SYSTEMS INTERNATIONAL, INC.

Pursuant to Florida Statute 48.091, and Florida Statute 607.034, the following is submitted in compliance with said sections:

VISUAL SYSTEMS INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida with its principle office designated and located at: Kogerama Building # 308, 5445 Mariner St., Tampa, County of Hillsborough, State of Florida, hereby names and designates KEVIN HOLDEN, as its Registered Agent to accept service of process within the state and said KEVIN HOLDEN, is located at the following registered office: Kogerama Building # 308, 5445 Mariner St., Tampa, Florida 33609.

ACKNOWLEDGMENT AND ACCEPTANCE OF DESIGNATION

Having been named as Registered Agent for the above corporation for the purpose of accepting service of process at the Registered Office designated in the certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provision of Florida Statute 48.091(3) and all other Florida Statutes relative

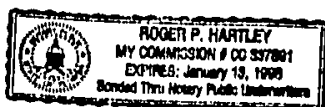
to maintaining the registered office for service of process.

Kevin Holden
KEVIN HOLDEN
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF *Pine Hills*

The foregoing instrument was acknowledged before me this 19
day of January, 19 96 by KEVIN HOLDEN
~~xx~~ who has produced a Florida
driver's license as identification and who did did not take an
oath.

My commission expires:



Robert P. Hartley
ROBERT P. HARTLEY
Notary Public:
State of Florida
Serial number: _____

FILED
96 JUN 22 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA