

P96000001142

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Vibrant Visions
Incorporated FL, FL

96 FEB 06 PM 11:29 DISBURSED

Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☒ Cert. Copy(s) photo
☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U B
☐ Fictitious Name File
☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prop.
☐ FAX () pgs.

1000001708041
 -02/06/96--01096--008
 *****70.00 *****70.00

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

Jennifer
address to add copy
PAH
PAH 2/6/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	<u>Open</u>		CK No. _____
BY			

WALK-IN 2/6 12:00
 Will Pick Up



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 6, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: VIBRANT VISIONS, INCORPORATED
Ref. Number: W96000002770

We have received your document for VIBRANT VISIONS, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 796A00005186

RECEIVED
FEB-7 AM 10:59
DIVISION OF CORPORATIONS

Corrected

CERTIFICATE OF INCORPORATION

of

VIBRANT VISIONS, INCORPORATED

FILED

96 FEB -7 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State providing for the formation, liability, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

CORPORATE NAME

*The name of the corporation is: **VIBRANT VISIONS, INCORPORATED***

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and objects and purposes proposed to be transacted, promoted or carried on are to any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, is:

(a) This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

1. COMMENCEMENT OF CORPORATION'S EXISTENCE - The commencement of the Corporation's existence shall be the date of filing of these Articles of Incorporation with the State of Florida, Department of State.

2. INITIAL REGISTERED OFFICE AND AGENT - The Street address of the initial registered office of this Corporation is 3245 North Courtenay Parkway, Florida, 32953, and the name of the initial registered agent of this Corporation at that address is PATTI A. SUNDERLAND-OSIER.

ARTICLE III

CAPITAL STOCK

The amount of the total authorizes capital stock of the Corporation shall be 1,000 shares @ \$1.00 par value.

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock of the Corporation at such valuation as shall be fixed by the Directors.

ARTICLE IV

CORPORATION EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which to begin business shall be \$1,000.00.

ARTICLE VI

PRINCIPAL OFFICE AND RESIDENT AGENT

The principal place of business of said Corporation is to be located at 3245 North Courtenay Parkway, Florida, 32953.

ARTICLE VII

NUMBER OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one and not more than four Directors, who are stockholders.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the First Board of Directors of the Corporation who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

**PRESIDENT - PATTI A. SUNDERLAND-OSIER, 3245 North Courtenay Parkway
Parkway, Florida 32953.
MERRITT ISLAND**

**VICE-PRESIDENT - PATTI A. SUNDERLAND-OSIER, 3245 North Courtenay Parkway,
Merritt Island, Florida, 32953**

**SECRETARY - JAY DEE OSIER, 3245 North Courtenay Parkway, Merritt Island,
Florida, 32953.**

**TREASURER - PATTI A. SUNDERLAND-OSIER, 3245 North Courtenay
Parkway, Merritt Island, Florida, 32953.**

ARTICLE IX

NAMES AND POST OFFICE ADDRESSES OF SUBSCRIBERS

The names and post office addresses of each subscriber to this Certificate of Incorporation, and a statement of the number of shares of stock which they agree to take are as follows: PATTI A. SUNDERLAND-OSIER, 3245 North Courtenay Parkway, Merritt Island, Florida, 32953.

ARTICLE X

SPECIAL CHARTER PROVISIONS

The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscription of stock as set forth in Article IX hereof to any other person or to firms or corporation who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities, and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignments.

In case of vacancy in the Board of Directors, through death, resignation, disqualification or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) Subject to the By-Laws, if any, adopted by the Stockholders to make, alter, repeal the By-Laws of the Corporation.

(b) If the By-Laws so provide, to designate by Resolution two (2) or more of their number to constitute an Executive Committee, which Committee to the extent provided in the Resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

(c) From time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock ledger) or any of them shall be open to inspection of

stockholders; and no stockholder shall have any right of inspecting accounts, books, or documents of the Corporation except as conferred by statute, unless authorized by a Resolution of the Stockholders or Directors.

(d) The Corporation may at any meeting of its Board of Directors sell, lease, or exchange all of its property and assets including its good will, and its corporate franchise or any other property or assets essential to its corporate business, upon such terms and conditions, either for cash, for the securities of any other corporation or corporations, or for such other consideration as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the affirmative vote of the holders of record of at least 51% (fifty-one percent) of the stock of said Corporation issued and outstanding given at a stockholder's meeting duly called for that purpose, or when authorized by the written consent of the holders of record of at least 51% (fifty-one percent) of the stock of each class issued and outstanding.

(e) No contract or other transaction between the Corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer or are Directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act, or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned have made and subscribed this, Certificate of Incorporation at Port St. John, Florida, for the uses and purposes aforesaid, this 5TH day of Feb., 1996. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


PATTI A. SUNDERLAND-OSIER
Incorporator/Registered agent

CERTIFICATION

**STATE OF FLORIDA,
COUNTY OF BREVARD:**

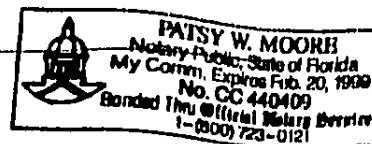
RECEIVED
96 FEB -7 11:21
SUNDERLAND-OSIER
TALLAHASSEE, FLORIDA

Personally appeared before me, the undersigned authority, PATTI A. SUNDERLAND-OSIER, well known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, and she acknowledged before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Port St. John, Brevard County, Florida, this 5th day of Feb., 1996.

Patsy W. Moore
NOTARY PUBLIC

My commission expires: _____



THOMAS E. MOORE
Fla. Bar # 0874426
694 West Avenue
Port St. John, FL 32927
(407) 632-0889
Attorney for the Incorporator