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February 1, 1996

Secretary of State
State of Florida
Division of Corporations
Post Office 5588
Tallahassee, Florida 32314

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FILED
FEB -5 AM 9:20
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation for VISIBILITY, INC.

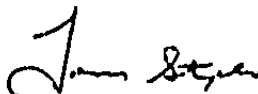
Dear Sirs:

Enclosed please find the original Articles of Incorporation for VISIBILITY, INC. for filing with the Secretary of the State of Florida, together with my check in the amount of \$70.00 representing the filing fee.

Please return a copy of the Articles of Incorporation indicating the charter number assigned to the corporation to my office after filing same.

Thank you for your assistance in this matter.

Sincerely,



Thomas L. Stephan

TLS:1pa
Enclosures

ARTICLES OF INCORPORATION
OF
VISIBILITY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be VISIBILITY, INC.

ARTICLE II. DURATION.

This corporation shall exist perpetually.

ARTICLE III. PURPOSE.

The purpose of the corporation shall be for the purpose of the transaction of any other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock of a par value of Ten Cents (\$0.10) per share and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 610 Colorado Place, Suite #50, Altamonte Springs, Florida 32714 and the name of the Registered Agent of this corporation at that address is DEENA WANZIE and the mailing address for this corporation is 249 Oakwood Drive, Casselberry, Florida.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors 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 (1).
The names and addresses of the initial directors of this corporation are as follows:

JOSEPH L. DEHOLCZER, Director
2487 Brookshire Avenue
Winter Park, Florida 32792

ANTHONY S. MALLO, Director
249 Oakwood Drive
Casselberry, Florida 32707

DEENA WANZIE, Director
610 Colorado Place, Suite #50
Altamonte Springs, Florida 32714

ARTICLE VII. INITIAL OFFICERS

JOSEPH L. DEHOLCZER, President
2487 Brookshire Avenue
Winter Park, Florida 32792

ANTHONY S. MALLO, Vice President
249 Oakwood Drive
Casselberry, Florida 32707

DEENA WANZIE, Secretary and Treasurer
610 Colorado Place, Suite #50
Altamonte Springs, Florida 32714

ARTICLE VIII. AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this transaction.

ARTICLE IX. INCORPORATORS.

The Incorporators of these Articles of Incorporation and their addresses are JOSEPH L. DEHOLCZER, 2487 Brookshire Avenue, Winter Park, Florida 32792; ANTHONY S. MALLO, 249 Oakwood Drive,

Casselberry, Florida 32707; and DEENA WANZIE, 610 Colorado Place, Suite #50, Altamonte Springs, Florida 32714.

ARTICLE X. PRINCIPAL PLACE OF BUSINESS.

The address for the principal place of business for VISIBILITY, INC. is 249 Oakwood Drive, Casselberry, Florida 32707.

IN WITNESS WHEREOF, the undersigned Incorporators and Officers and Directors have executed these Articles of Incorporation this 1st day of February, 1996.


JOSEPH L. DEHOLCZER


ANTHONY S. MALLO


DEENA WANZIE

STATE OF FLORIDA

COUNTY OF SEMINOLE

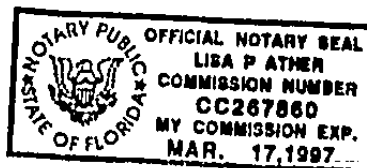
BEFORE ME, the undersigned authority, personally appeared, JOSEPH L. DEHOLCZER, ANTHONY S. MALLO and DEENA WANZIE, WHO ARE PERSONALLY KNOWN TO ME or provided me with FL Drivers Licenses as identification AND WHO DID TAKE AN OATH, and who, after being by me first duly sworn, deposes and says that they are the Incorporators, Officers and Directors in the foregoing Articles of Incorporation and that they executed same for that purpose.

WITNESS my hand and official seal this 1st day of February, 1996.



Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT.

HAVING BEEN NAMED as Registered Agent to accept service of process of VISIBILITY, INC., and the registered office address is 610 Colorado Place, Suite #50 ~~Altamonte Springs, Florida 32714~~, and the mailing address is 249 Oakwood Drive, Casselberry, Florida 32707, as designated by the corporation and I hereby accept and agree to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED this 1st day of February, 1996.

D. R. Wanzie

DEENA WANZIE
Registered Agent

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TALLAHASSEE, FLORIDA