

P9600002/200

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
96 MAR -5 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Northern Vision Group Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

8000001732808
-03/05/96--01091--004
****122.50 ****122.50

FROM: Donald Paul MacKenzie
Name
2881 Clark Rd., #21-212
Address
Sarasota, FL 34231
City, State & Zip
(800) 858-3937
Telephone Number

Note: Additional copy of articles is needed only when certified copy is requested.

DOWN MAR - 8 1996

ARTICLES OF INCORPORATION

OF

Northern Vision Group Inc.

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TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Northern Vision Group Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

2881 Clark Rd.
Suite #21-212
Sarasota, FL 34231

ARTICLE III CAPITAL STOCK

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

10000

shares of Common Stock each having a par value of one (1) dollar per share. Authorized Capital stock may be paid for in cash, services, or property, at a just value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert Wade
4300 S. US Highway 1
Suite 203-224
Jupiter, FL 33477

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Name Donald P. MacKenzie
Address 2881 Clark Rd., #21-212
City State & Zip Sarasota, FL 34231

ARTICLE VI CAPITAL CONTRIBUTION

The amount of Capital with which this corporation shall begin business is one hundred dollars (\$100.00) cash.

ARTICLE VII DURATION

This corporation shall exist perpetually.

ARTICLE VIII PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

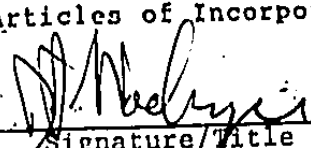
ARTICLE IX INDEMNIFICATION

This corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE X AMENDMENT

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

The undersigned has(have) executed these Articles of Incorporation this 4th day of March, 19 96.



Signature/Title
D. P. MacKenzie
Secretary

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION

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 designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Northern Vision Group, Inc.

2. The name and address of the registered agent and office is:

Robert Wade

(NAME)

4300 S. US Highway 1

Suite # 203-224. BOX NOT ACCEPTABLE

Jupiter, FL 33477

(CITY/STATE/ZIP)

SIGNATURE

[Signature]
(Corporate officer)

TITLE Secretary

DATE March 4, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

SIGNATURE

[Signature]
DATE March 4, 1996

REGISTERED AGENT FILING FEE: \$35.00

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MAR 5 AM 8:36
TALLAHASSEE
STATE
FLORIDA