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4-16-96

WEISS JAY B.  
Requestor's Name  
2251 S.W. 22 ST  
Address  
MIAMI FL 33145  
City State ZIP Phone

854-0499A

VALIDATION ONLY

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TALLAHASSEE, FLORIDA

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

VISIONARY TECHNOLOGIES OF Miami, Inc.

Miami



Toll Free: 1-800-432-3028

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DIVISION OF CORPORATIONS

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| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation         | <input type="checkbox"/> Certified Copy  | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies        | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> After 4:30          | <input type="checkbox"/> Walk In         | <input type="checkbox"/> Will Wait                  |
| <input type="checkbox"/> Pick Up             | <input type="checkbox"/> Mail Out        |   |

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 17, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: VISIONARY TECHNOLOGIES OF MIAMI, INC.  
Ref. Number: W96000008275

In reviewing our records, we note there is a(n) VISIONARY TECHNOLOGIES OF MIAMI, INC., Document number S77317, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfilled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$, therefore, there is a balance of \$ due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 096A00017936

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96 APR 23 AM 9:42  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**VISIONARY TECHNOLOGIES OF KENDALL, INC.**

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be: **VISIONARY TECHNOLOGIES OF KENDALL, INC.**

**ARTICLE II - PURPOSE**

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and building and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise,

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or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

### **ARTICLE III - CAPITAL STOCK**

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

ONE HUNDRED/100

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

#### **ARTICLE IV - PRE-EMPTIVE RIGHTS**

Every shareholder, upon a sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

#### **ARTICLE V - CAPITAL**

The amount of capital with which this corporation shall begin business shall be \$100.00.

#### **ARTICLE VI - DURATION**

The existence of this corporation shall be perpetual.

#### **ARTICLE VII - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation shall be located at:

8306 Mills Dr. Suite 147  
Miami, Florida 33183

#### **ARTICLE VIII - BOARD**

The Board of Directors of this corporation shall consist of not less than one member.

#### **ARTICLE IX - BOARD MEMBERS**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE X - REGISTERED AGENT**

The registered agent and the registered office for this corporation are: JAY B. WEISS, ESQUIRE  
2251 S.W. 22nd Street  
Miami, Florida 33145

**ARTICLE XI - INCORPORATOR**


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

<u>Name</u>	<u>Address</u>
Karen Kaufman	8306 Mills Dr., Suite 147 Miami, Florida 33183

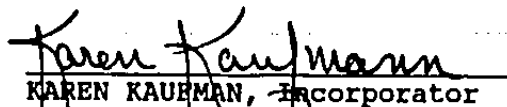
**ARTICLE XII**

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
JAY B. WEISS, ESQUIRE  
Registered Agent

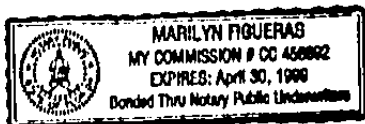
IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

  
KAREN KAUFMAN, Incorporator

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF DADE       )

I hereby certify that on this day personally appeared KAREN KAUFMAN, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 12<sup>th</sup> day of April, 1996.



Marilyn Figueras  
NOTARY PUBLIC - State of Florida  
at Large.

My Commission Expires:

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96 APR 23 AM 10:13  
TALLAHASSEE, FLORIDA