

P96000042003

William Lickson
Requestor's Name
274 Rosehill Dr East
Address
Tallahassee, Florida 32312
City/State/Zip
Phone #
894-0406

800001825098
-05/16/96--01002--013
****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Vision Media Group Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
95 MAY 16 PM 12:35
TALLAHASSEE, FLORIDA

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

RECEIVED
95 MAY 16 PM 12:39
DIVISION OF CORPORATION

FAL MAY 16 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 29, 1996

STEPHEN D. HULL, INC.
106 SOUTH MONROE ST.
TALLAHASSEE, FL 32301

The name VISION MEDIA GROUP, INC. has been reserved for 120 days beginning April 29, 1996. The reservation number is R96000002168 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 396A00020436

ARTICLES OF INCORPORATION

of

VISION MEDIA GROUP, INC.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **VISION MEDIA GROUP, INC.**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or

FILED
96 MAY 16 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock of a par value of One Dollars (\$1.00) per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date these Articles are filed

with the Office of Secretary of State, State of Florida.

ARTICLE VI

PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office and initial registered office of this corporation is 2015 Delta Boulevard, Suite 202, Tallahassee, FL 32303, and the name of the initial registered agent of this corporation at that address is Roy H. Long.

ARTICLE VII

INDEMNIFICATION OF INITIAL REGISTERED AGENT

Vision Media Group, Inc., agrees to indemnify the initial registered agent of said corporation for errors, omissions or other acts of said corporation beyond the dominion or control of the registered agent and said agent's fiduciary duties.

ARTICLE VIII

DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than two or more than seven. The names and addresses of the initial Directors of this Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Stephen D. Hull | 106 S. Monroe St., Tallahassee, FL 32301 |
| William Lickson | 274 E. Rosehill Dr., Tallahassee, FL 32312 |

ARTICLE IX
INCORPORATORS

The name and address of each Incorporator of this Corporation and the number of shares of stock each agrees to take are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|-----------------|---|---------------|
| Stephen D. Hull | 106 S. Monroe St., Tallahassee, FL 32301 | 50 |
| William Lickson | 274 E. Roschill Dr., Tallahassee, FL 32312 | 50 |

ARTICLE X
OFFICERS

The officers of this Corporation shall be a President and Secretary-Treasurer and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors.

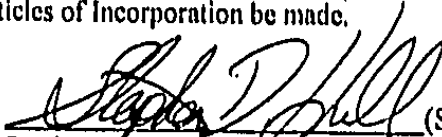
Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the Corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 2nd day of January of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the

election of officers by the Board of Directors.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


Stephen D. Hull (Seal)


William Lickson (Seal)

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Stephen D. Hull and William Lickson to me known to be the persons Stephen D. Hull and William Lickson described in and who executed the foregoing instrument and acknowledged before me that Stephen D. Hull and William Lickson executed the same.

WITNESS my signature and official seal in the county and state aforesaid this 7th day of May 1996.

My Commission Expires
 PATRICIA L. ROBERTS
MY COMMISSION # CC433305 EXPIRES
January 21, 1999 - CANNOT BE
LOANED THROUGH ANY INSURANCE, INC.
1-24-99


(Notary Public)

PATRICIA L. ROBERTS

Affiants personally known: ☒
Identification produced: ☒
Type of Identification: DRIVERS LICENSE

Commission # CC433305

Affiants were ___ were not XX under oath.

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Roy H. Long, C.P.A.

FILED
96 MAY 16 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA