

1201 BAYS STREET
CORAL SPRINGS, FL 33067
P96000059910



PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 016196 7112597

AUTHORIZATION :

COST LIMIT : \$ ~~PREPAID~~

ORDER DATE : July 11, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 016196

CUSTOMER NO: 7112597

200001390902
-07/11/96--01027--024
****122.50 ****122.50

CUSTOMER: Edward J. O'hare, Esq
EDWARD J. O'HARE

11245 Lakeview Drive

Coral Springs, FL 33071

DOMESTIC FILING

NAME: ~~N-VISION, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

502-672
W96-14553

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 11 PM 3:33

7/17/96
7/11/96



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96 JUL 11 PM 3:34

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED
96 JUL 17 PM 12:41
DIVISION OF CORPORATIONS

July 11, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: N-VISION, INC.
Ref. Number: W96000014553

RESUBMIT

Please give original
submission date as file date.

We have received your document for N-VISION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00033848

ARTICLES OF INCORPORATION
OF

MULTIMEDIA RESEARCH LABORATORY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 11 PM 3:34

The undersigned, for the purpose of forming a corporation under the Florida General Corporation act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is MULTIMEDIA RESEARCH LABORATORY, INC. The street address of the principal place of business of the corporation is 1701 Clint Moore Road, Boca Raton, Florida, 33487.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of One and 00/100 (\$1.00) dollar per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stocks in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 1701 Clint Moore Road, Boca Raton, Florida 33487, and the name of the initial Registered Agent of this corporation is EDWARD J. O'HARE. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new registered office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) person.

ARTICLE VIII

The number of Directors constituting the initial Board of

Directors of the corporation is one (1) person. 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 name and address of each of the members of the initial Board of Directors who, unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MILTON DROPKIN	1701 Clint Moore Road Boca Raton, Florida 33487

ARTICLE IX

The name and address of each person signing these Articles as an Incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD J. O'HARE	1701 Clint Moore Road Boca Raton, Florida 33487

ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) percent of the stock then

outstanding in the corporation, such agreement shall be binding on the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement:

1. The manner and method in which, and the persons or groups by whom, individual directors or a certain number of directors may be elected.

2. Any limitation upon the transferability or assignment of the stock.

3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock.

4. Any matter relating to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholders shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholders' Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholders' Agreements) consenting to the revocation and cancellation of the Agreements among the Stockholders.

EXECUTED by the undersigned at Boca Raton, Palm Beach County, Florida on this 16th day of July, 1996.

Edward J. O'Hare
EDWARD J. O'HARE

STATE OF FLORIDA)
COUNTY OF Broward) SS

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared EDWARD J. O'HARE to me well known who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Spring, Broward County, Florida on this 16th day of July, 1996.

[Signature]
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MULTIMEDIA RESEARCH LABORATORY, INC. desiring to organize or qualify under the laws of the State of Florida, has named, EDWARD J. O'HARE as its Registered Agent to accept service of process within the State of Florida, at 1701 Clint Moore Road, Boca Raton, Florida, 33487, which address is also designated as the registered office of the corporation mentioned above.

Edward J. O'Hare
EDWARD J. O'HARE

Dated: 7/16/96

Having been named Registered Agent to accept service of process for the above named corporation, at the place designated in this Certification, EDWARD J. O'HARE, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

Edward J. O'Hare
EDWARD J. O'HARE

Dated: 7/16/96

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JUL 11 PM 3:34