P96000065179

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
800-342-8086

CSC networks

PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 017765 117399A

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : $ 122.50

ORDER DATE : July 12, 1996

ORDER TIME : 9:19 AM

ORDER NO. : 017765

CUSTOMER NO: 117399A

CUSTOMER: Beth S. Schick, Esq
ROBERTSON WILLIAMS & MCDONALD

538 East Washington Street

Orlando, FL 32801

DOMESTIC FILING

NAME: FACTORY VISUALS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 PM 3:15

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: Kathy Drake

615-611-
W96-14651

EXAMINER'S INITIALS: 8/5/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 PM 3:15

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original submission date as file date.

SUBJECT: FACTORY VISUALS, INC.
Ref. Number: W96000014651

We have received your document for FACTORY VISUALS, INC. and the authorization to debit your account in the amount of $122.50. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden
Document Specialist

Letter Number: 496A00034025

96 AUG -5 PM 12:07

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

FACTORY VISUALS, INC.

ARTICLE I. CORPORATE NAME

The name of this Corporation is FACTORY VISUALS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of $1.00 per share.

ARTICLE IV. TERMS

This Corporation shall exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MARC P. OSSINSKY
210 N. Wymore Road
Winter Park, FL 32789

The Corporation's principle address and mailing address is 6800 Willoughby Lane, Orlando, Florida 32812. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director(s) of this Corporation and his street address is:

Ralph Haslacker
6800 Willoughby Lane
Orlando, FL 32812

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his successor(s) is/are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Beth S. Schick
538 East Washington Street
Orlando, FL 32801-1996

ARTICLE IX. 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 stockholders and approved at a stockholder's meeting by at least a two-third (2/3) of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. RESTRICTIONS

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record of its decision within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the Corporation giving notice, purchase such shares at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

ARTICLE XI. OFFICERS

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

OFFICE	NAME
President	Ralph Haslacker

ARTICLE XII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer, provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officers may be entitled.

ARTICLES XIII. COMPENSATION

The compensation of the officers of this Corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on July 11, 1996.

Betti S. Schick
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared BETH S. SCHICK to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on July 11, 1996.

Nancy E. Peters
Notary Public
My Commission Expires:
Print: NANCY E PETERS
Commission #

NANCY E. PETERS
MY COMMISSION # CC 214647 EXPIRES
August 10, 1996
BONDED THRU TROY FAIN INSURANCE, INC.

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ACCEPTANCE

I, MARC P. OSSINSKY, hereby accept the designation as Registered Agent for Service of Process upon FACTORY VISUALS, INC., desiring to organize under the laws of the State of Florida, with its registered office at 210 N. Wymore Road, Winter Park, Florida 32789, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.

MARC P. OSSINSKY

Sworn to before me this 22nd day of July, 1996.

Joann Duncan
Notary Public
Joann Duncan
Print
My commission No. ______
My commission expires

Joann Duncan
Notary Public, State of Florida
Commission No. CC 523372
My Commission Expires 01/12/00
1-800-3-NOTARY • Fla. Notary Service & Bonding Co.

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