

P96000079100

LAW OFFICES OF  
ERIC P. LITTMAN, BA.  
1400 BRICKELL AVENUE  
EIGHTH FLOOR  
MIAMI, FLORIDA 33131

MARK J. BRYN  
OF COUNSEL

TEL: (305) 378-0388  
FAX: (305) 378-0800

September 18, 1996

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

500001954585  
-09/24/96--01089--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Coaches Video Workshop Corp.

Gentlemen:

Enclosed please find two original Articles of Incorporation for Coaches Video Workshop Corp. Please return a certified copy of each to our office. Enclosed is a check in the amount of \$122.50 to cover the fees.

Very truly yours,



Eric P. Littman

EPL/ljc

Enclosures

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SEP 24 1996

BSB

FILED  
96 SEP 23 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
COACHES VIDEO WORKSHOP CORP.**

**FILED**

96 SEP 23 PM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is COACHES VIDEO WORKSHOP CORP.

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V  
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI  
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

The number of persons constituting the initial Board of Directors shall be 1. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the Initial Board of Directors and officers are as follows:

**Osman Plineda** President/Director  
1158 SW 131 Place Circle North  
Miami, FL 33184

## ARTICLE VII

### DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

## ARTICLE VIII AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

## ARTICLE IX SHAREHOLDERS

**9.1. Inspection of Books.** The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

**9.2. Control Share Acquisition.** The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

**9.3. Quorum.** The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

**9.4. Required Vote.** Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X**  
**LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI**  
**SUBSCRIBER**

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

Eric P. Littman  
8th Floor  
1428 Brickell Avenue  
Miami, FL 33131

**ARTICLE XII**  
**CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XIII**  
**RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is:


Eric P. Littman  
1428 Brickell Avenue  
8th Floor  
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles  
of Incorporation this on September 16, 1996.



Eric P. Littman, Subscriber

Subscribed and Sworn on September 16, 1996  
Before me:

  
Isabel Cantera, Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for COACHES VIDEO WORKSHOP  
CORP. at the place designated in the Articles of Incorporation, the undersigned is familiar  
with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Eric P. Littman

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**FILED**  
96 SEP 23 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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OCT-03-97 10:24 PM ATLANTA PERMANENT POPULATION ID: 0047007000

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10/03/97

FLORIDA DIVISION OF CORPORATIONS  
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((H97000016502 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: COACHES VIDEO WORKSHOP CORP.  
AUDIT NUMBER.....H97000016502  
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CERT. COPIES.....1

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FILED  
97 OCT -3 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FBI OCT 3 1997

H97000016502

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
COACHES VIDEO WORKSHOP CORP.**

**FILED**  
97 OCT -3 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned Secretary of Coaches Video Workshop Corp., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P96000079100, does hereby certify:

First: That pursuant to Written Consent of the Board of Directors and Majority Shareholders of said Corporation dated 10/2, 1997, the Shareholders and Directors approved the amendment to the Corporation's Certificate of Incorporation as follows:

Article I of the Certificate of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE I  
NAME**

The name of the company is "VisionCorp, Inc."

The foregoing amendment was adopted by the Board of Directors and Majority Shareholders of the Corporation pursuant to Written Consent of the Board of Directors and Majority Shareholders of the Corporation dated 10/2, 1997 acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the Secretary of this Corporation, has executed these Articles of Amendment as of 10/2, 1997.

Coaches Video Workshop Corp.

By: 

David Loewenstein, Secretary

H97000016502

CHARLES B. PEARLMAN, ESQ., FL BAR # 235547  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FL 33301  
PHONE: (954) 763-1200