1201 HAYS STREET TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9171 networks

PRESTICE HALL
LUGAL & HANCLALM RAIGES
ACCOUNT NO. :

072100000032

REFERENCE :

1-1;58,47

latucio.

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: October 10, 1996

ORDER TIME :

10:16 AM

ORDER NO. :

115847

CUSTOMER NO:

81557A

500001970525

CUSTOMER: Mark F. Mooney, Esq.

MARK F. MOONEY, ESQ

1211 W. Fletcher Avenue

Tampa, FL 33612

DOMESTIC FILING

NAME:

VENTURE MARKETING INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

HOLLY SOLVED SO KOISIALD 36 OCI 10 VI 10:

ARTICLES OF INCORPORATION

OI

VENTURE MARKETING INTERNATIONAL, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporations Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of this Corporation is Venture Marketing International, Inc. The principal place of business of this Corporation shall be 306 S. Blvd., Tampa, Florida 33606-2151, or such other place as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 7,000 shares of common stock, no par value, 6,900 of which shall be non-voting shares and 100 of which shall be voting shares.

Article III - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1211 W. Fletcher Ave., Tampa, Florida, 33612. The initial registered agent of this Corporation is Mark F. Mooney.

Article IV - Incorporator

The name and address of the person signing these Astigles as the incorporator is:

Mark F. Mooney 1211 W. Fletcher Ave. Tampe, Florida 33612

IN WITNESS WHEREOF, the undersigned Incorporator had

executed these Articles of Incorporation, this 9th day of October, 1996.

Mark F. Mooney

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 9th day of October, 1996 by Mark F. Mooney, who is personally known to me or who has produced a Florida Drivers License as identification and did not take an oath.

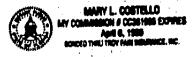
(Signature of Notary)

(Printed Name of Notary)

NOTARY PUBLIC

State of Florida At Large

My Commission Expires:



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE THESE PLACE DESIGNATED IN ARTICLES INCORPORATION, HEREBY AGREE TO ACT IN THIS CAPACITY, AND I COMPLY WITH FURTHER AGREE TO THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

Mark F. Mooney,

/o-9-96 Date

Registered Agent

FILED 96 OCT 10 PH ECRETARY OF S VLLAHASSEE, FL

1201 HAYS STREET 800-342-8086 TATTAHASSUL, PL 12301-2607 083741



ACCOUNT NO. : 072100000032

REFERENCE: 131396

AUTHORIZATION

COST LIMIT :

\$ 35.00

ORDER DATE: October 24, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 131396-005

CUSTOMER NO:

81557A

400001985204--1

CUSTOMER: Mark F. Mooney, Esq. Mark F. Mooney, Esq

1211 W. Fletcher Avenue

Tampa, FL 33612

DOMESTIC AMENDMENT FILING

NAME:

VENTURE MARKETING INTERNATIONAL, INC.

EFFICTIVE DATE:

_ ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

N. HENDRICKS 0CT 2 4 1996

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

07

VENTURE MARKETING INTERNATIONAL, INC. $^{95.007.24}$ $_{Pit.2i.53}$

Pursuant to the provisions of Section 607.1006(1) of the A Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

- 1. The name of the Corporation is VENTURE MARKETING INTERNATIONAL, INC.
- 2. The following amendments to the Articles of Incorporation were adopted by the Shareholders of the Corporation on the 1745 day of October, 1996, in the manner prescribed by the Florida Business Corporation Act:

Article I is hereby amended to read as follows:

"The name of the Corporation shall be VISION MARKETING INTERNATIONAL, INC."

- 3. The shares of the Corporation issued and outstanding at the time of adoption was 100 shares and the number of shares entitled to vote thereon was 100.
- 4. The number of shares voted in favor of such amendment was 100 and the number of shares voted against such amendment was zero.

DATED this $\frac{\int_{-1}^{r} f^{4/3}}{\int_{-1}^{r} f^{4/3}}$ day of October, 1996.

ATTEST:

Dovid A.

Sécretary

VENTURE MARKETING INTERNATIONAL, INC.

Debra Kinser, President

STATE OF PLORIDA COUNTY OF MILLSBOROUGH

The foregoing instrument was acknowledged before me this day of October, 1996 by Debra Kinser as President and David A. Kinser as Secretary of Venture Marketing International, Inc., a Florida Corporation, on behalf of the Corporation. They are both personally known to me or have produced a Florida Drivers License as identification and did not take an oath.

(Signature of Notary)

() IXON (Printed Name of Notary)

NOTARY PUBLIC

State of Florida At Large

My Commission Expires:

