

P960000 86097

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

F. CHESSER OCT 18 1996

A. CHESSER

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>Am</u>	_____	_____	_____

WALK-IN Will Pick Up 10-11-11-11

of _____
 RE: Visionet Digital
Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
VISIONET DIGITAL, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Visionet Digital, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is c/o Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 S. Biscayne Boulevard, Miami, Florida 33131, and the corporation's mailing address is c/o Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

FILED
OCT 18 AM 10:00
TALLAHASSEE, FLORIDA

FILED
OCT 18 AM 10:00
TALLAHASSEE, FLORIDA

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 40,000,000 shares of Common Stock of a par value of \$.001 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Michael B. Chesal. The street address of the corporation's initial registered office is 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Daniel L. Dailey
c/o Michael B. Chesal
Kluger, Peretz, Kaplan & Berlin, P.A.
1970 Miami Center
201 S. Biscayne Boulevard
Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ronny J. Halperin, 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

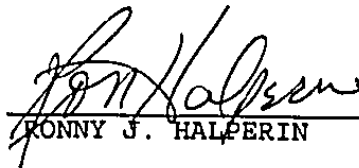
ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of October, 1996.

By:



RONNY J. HALPERIN

CERTIFICATE OF REGISTERED AGENT
OF
VISIONET DIGITAL, INC.

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Visionet Digital, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Michael B. Chesal, Esq. located at 201 South Biscayne Boulevard, Suite 1870, Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 2nd day of October, 1996.



MICHAEL B. CHESAL

FILED
96 OCT 16 AM 10:01
TALLAHASSEE, FLORIDA

FILED
96 OCT 16 AM 10:02
TALLAHASSEE, FLORIDA