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OFFICES
BROOKMYER & HOCHMAN, P.A.

GARDENS PLAZA
3300 PGA BOULEVARD, SUITE 350
PALM BEACH GARDENS, FL 33410

GARY BROOKMYER
ELLIOT F. HOCHMAN

TELEPHONE (561) 624-2110
FACSIMILE (561) 624-2425

January 15, 1997

Department of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

800002064718--8
-01/22/97--01114--013
****122.50 ****122.50

Re: Vision 2001, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Vision 2001, Inc., together with a check in the amount of \$122.50 to cover the following:

1.	Filing Fee	\$ 35.00
2.	Registered Agent Fee	35.00
3.	Certified Copy	<u>52.50</u>
	TOTAL:	\$122.50

Please file said articles using the date of receipt as the date of commencement of the corporation. Also, return the certified copy to the undersigned at the address listed above.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Elliot F. Hochman

FILED
97 JAN 21 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFH:ba
enclosures

JAN 24 1:58 BSB

ARTICLES OF INCORPORATION

OF

VISION 2001, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is VISION 2001, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 3006 Mainsail Circle, Jupiter, Florida 33477 and the

name of the initial registered agent at that address is PETRA D. ZAMBRANO. The corporation's principal office mailing address is P.O. Box 7476, Jupiter, Florida 33468.

ARTICLE SEVEN

DIRECTORS

7.01 The initial board of directors of the corporation shall consist of two members.

7.02 The name and address of the first board of directors are:

Name	Address
Petra D. Zambrano	3006 Mainsail Circle Jupiter, Florida 33477
Sylvia Rabel	P. O. Box 352 Galena, Ohio 43021-0352

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

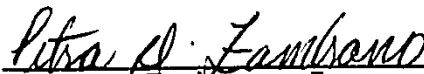
Name	Address
Petra D. Zambrano	3006 Mainsail Circle Jupiter, Florida 33477

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 15 day of January, 1997. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Petra D. Zambrano, Incorporator
and Registered Agent

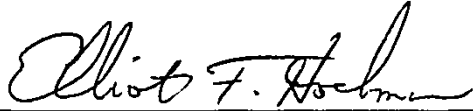
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of January, 1997, by Petra D. Zambrano, who is personally known

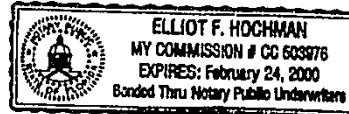
to me or who has produced a Florida driver's license as
identification and who did (did not) take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid this 15 day of January, 1997.

My Commission Expires:



Notary Public
Name: (printed)



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