

P97000011371



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 238228 7104463

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : January 27, 1997

ORDER TIME : 1:34 PM

ORDER NO. : 238228-005

8000002077898--3

CUSTOMER NO: 7104463

CUSTOMER: Mr. Robert Fletcher
ROBERT FLETCHER

8903 Meadowknoll

Dallas, TX 75243

DOMESTIC FILING

NAME: VISTRA GROWTH PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

FILED
97 FEB -4 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB -4 PM 3:28
DIVISION OF CORPORATION

KR
2.5.97

ARTICLES OF INCORPORATION
OF
VISTRA GROWTH PARTNERS, INC.

97 FEB -4 AM 9:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VISTRA GROWTH PARTNERS, INC.

The address of the principal office of this corporation shall be 532 Carrington, Fort Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert Fletcher
Dir.

8903 Meadowknoll
Dallas, Texas 75243

Lou Weltman
Dir.

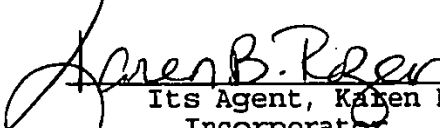
532 Carrington
Fort Lauderdale, Florida 33301

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

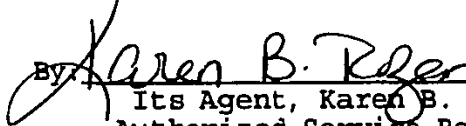
The undersigned incorporator has executed these Articles of Incorporation on February 4, 1997.



Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



By: Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

TFR/RWW

FILED
97 FEB -4 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA