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ACCOUNT NO. : 072100000032

REFERENCE : 264081 162689A

AUTHORIZATION : Patricia Pujat

COST LIMIT : \$ 78.75

ORDER DATE : February 18, 1997

ORDER TIME : 3:21 PM

ORDER NO. : 264081-005

CUSTOMER NO: 162689A

500002091345--0

CUSTOMER: Adam Mishcon, Esq
ADAM MISHCON, ESQ

2569 Tigertail Avenue

Coconut Grove, FL 33133

DOMESTIC FILING

NAME: VISIONS NETWORKING
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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
97 FEB 18 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 18 PM 4:13
DIVISION OF CORPORATION

DMC
2/19/97

**ARTICLES OF INCORPORATION
OF
VISIONS NETWORKING PARTNERS, INC.**

FILED
97 FEB 18 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Visions Networking Partners, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Visions Networking Partners, Inc., and the mailing address of this Corporation is 2569 Tigertail Avenue, Coconut Grove, Florida 33133.

ARTICLE II - COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2569 Tigertail Avenue
Coconut Grove, Florida 33133

and the name and address of the initial registered agent of this corporation is:

<u>Name</u>	<u>Address</u>
Adam C. Mishcon	2569 Tigertail Avenue Coconut Grove, Florida 33133

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of this corporation, but shall never be less than one. The name and address of the member of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Adam C. Mishcon	2569 Tigertail Avenue Coconut Grove, Florida 33133

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Adam C. Mishcon	2569 Tigertail Avenue Coconut Grove, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation, except that the board of directors may not amend or repeal any By-law adopted by the shareholders if the shareholders specifically provide that the By-law is not subject to amendment or repeal by the directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

