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TRANSMISSION LETTER FILED

97 MAR 12 PM 1:31

SECOND FLR, 101 STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Visionary Medical Systems, Inc.

(Proposed corporate name - must include suffix)

4000002095844--9

-02/24/97--01117-014

*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Cheryl Ann Jenner
Name (Printed or typed)

141 Bay Point Dr NE
Address

Saint Petersburg, FL 33704
City, State & Zip

1 (813) 550-0783
Daytime Telephone number

1/2/97
1/3/97
1/3/97
1/3/97
1/3/97
1/3/97
1/3/97

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1997

CHERYL ANN JENNER
141 BAY POINT DR NE
ST PETERSBURG, FL 33704

SUBJECT: VISIONARY MEDICAL SYSTEMS, INC.
Ref. Number: W97000004920

We have received your document for VISIONARY MEDICAL SYSTEMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 897A00010847

Visionary Medical Systems, Inc.

FILED

ARTICLES OF INCORPORATION
OF
VISIONARY MEDICAL SYSTEMS, INC.

97 MAR 12 PH 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME

The name of the corporation is Visionary Medical Systems, Inc. This is a close corporation.

II. PRINCIPAL OFFICE

The address of the principal office of Visionary Medical Systems, Inc is:
141 Bay Point Drive NE, St. Petersburg, Florida 33704

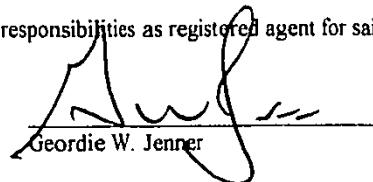
III. SHARES

The corporation is authorized to issue only one class of stock which shall be designated common stock, having a total number of one thousand (1,000) shares. All of the corporation's issued shares shall be held of record by not more than ten (10) persons.

IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the corporation's initial agent for process in this state is:
Geordie W. Jenner, 141 Bay Point Drive NE, St. Petersburg, Florida 33704

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



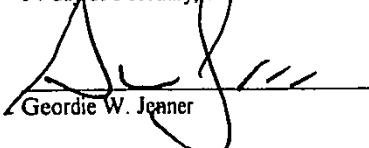
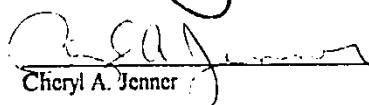
Geordie W. Jenner

V. INCORPORATOR'S

The number of Incorporator's of the corporation is two. The name and address if the person's appointed as the initial director's are:

Geordie W. Jenner, 141 Bay Point Drive NE, St. Petersburg, Florida 33704
Cheryl A. Jenner, 141 Bay Point Drive NE, St. Petersburg, Florida 33704

The undersigned incorporator's have executed these Articles of Incorporation this
14 day of February, 1997


Geordie W. Jenner
Cheryl A. Jenner