

P97000027740



ACCOUNT NO. : 072100000032

REFERENCE : 309495 4306424

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1997

ORDER TIME : 9:18 AM

ORDER NO. : 309495-005

CUSTOMER NO: 4306424

CUSTOMER: Debra Kirschner, Legal Asst
STEEL HECTOR & DAVIS

400002125824--5

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: COLOUR VISION[®] SYSTEMS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

*6/3, the corp. name
should be
colour vision systems, inc.*

FILED
97 MAR 27 AM 11:25
TALLAHASSEE FLORIDA

864 MAR 27 1997

**ARTICLES OF INCORPORATION
OF
COLOUR VISION SYSTEMS INC.**

FILED
97 MAR 27 AM 11:25
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Colour Vision Systems Inc., (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 S. Biscayne Boulevard, Suite #4874, Miami, Florida 33131; and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 755 8th Court, Suite #7, Vero Beach, Florida 32962.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are as follows:

Ian Robert Madden, 12 Malcolm Street, Bacchus Marsh, Victoria, 3340, Australia;


Charles Edward Esson, Geggies Road, Rokewood, 3330, Victoria, Australia; and

Peter Gary Brown, 26A McIntosh Road, Mt. Egerton, 3345, Victoria Australia.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is José F. Valdivia, III, 200 S. Biscayne Boulevard, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation this 26th day of March, 1997.



José F. Valdivia, III
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That Colour Vision Systems Inc., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, Miami, Florida 33131, as its agent to accept service of process within this state.

FILED
MAR 27 11:26
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 26th day of March, 1997.

PENINSULA REGISTERED AGENTS, INC.

By: _____

Debra Kirschner, Vice President