

P97000046871

TRANSMITTAL LETTER

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

300002192013-15
05/27/97-01131-002
***122.50 ***122.50

SUBJECT: GAIA VISION, INC
(Proposed corporate name - must include suffix)

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 Wiggins
Name (Printed or typed)

7720 SW 59 Ave
Address

Miami FL 33143
City, State & Zip

(305) 661-0145
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 27 PM 12:01

FILED

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

Cheryl Wiggins

**ARTICLES OF INCORPORATION
OF
"GAIA VISION, INC."**

**FILED
97 MAY 27 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is GAIA VISION, INC.

ARTICLE II - DURATION

The effective date of corporate existence shall begin upon filing these Articles with the Florida Department of State. This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any lawful activity or business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be at 7720 S.W. 59th Avenue, Miami, FL 33143, or such other location as the Board of Directors may designate.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7720 S.W. 59th Avenue, Miami, FL 33143, and the name of the initial registered agent of this corporation at that address is CHERYL A. WIGGINS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws but shall never be less than one (1).

ARTICLE VIII - INCORPORATOR

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

CHERYL A. WIGGINS 7720 S.W. 59th Avenue
Miami, FL 33143

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - PREEMPTIVE RIGHTS

The corporation elects not to have preemptive rights.

ARTICLE XII - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereof, in the manner now or hereafter prescribed by the Florida Business Corporation act and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 22 day of May, 1997.

Cheryl A. Wiggins
CHERYL A. WIGGINS

STATE OF FLORIDA)
 :SS.
COUNTY OF DADE)

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 22 day of ^{MAY}~~JUNE~~, 1997, by CHERYL A. WIGGINS, who is personally known to me.

Michelle J Chickillo
(Signature)
Michelle J Chickillo
(Printed Name)
Notary Public, State of Florida
My commission expires:



Michelle J Chickillo
My Commission CC586807
Expires Sep. 19, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, GAIA VISION, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at the City of Coral Gables, County of Dade, State of Florida, has named CHERYL WIGGINS, located at 7720 S.W. 59th Avenue, Miami, FL 33143, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


CHERYL A. WIGGINS

FILED
97 MAY 27 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA