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6/05/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: IDA VISUAL COMMUNICATIONS, INC.
AUDIT NUMBER.....H97000009297
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 8
CERT. COPIES.....0 DEL.METHOD.. FAX
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 6, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: IDA VISUAL COMMUNICATIONS, INC.
REF: W97000013348

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Naysa Culligan
Document Specialist

FAX Aud. #: H97000009297
Letter Number: 497A00030724

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ARTICLES OF INCORPORATION

OF

IDA Visual Communications, INC.

FILED
97 JUN -6 PM 4:00
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be

IDA Visual Communications, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Prepared by: Jeff M. Riman
195 S.W. 96th Terr.
Plantation, FL 33324
(305) 570-7888

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ARTICLE III

STOCK

The authorized capital stock of this corporation shall consist of 100 shares of common stock at the par value of \$ 1.00 per share, which shall be issued for such consideration as may be fixed by the Board of directors of the corporation.

ARTICLE IV

CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$ 100.00.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall commence its existence as of the date corporation is filed and shall exist perpetually unless dissolved according to law.

ARTICLE VI

POST OFFICE ADDRESS

The post office address of the principal office of this corporation shall be:
**185 S.W. 96TH TERRACE
PLANTATION, FL. 33324**

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one nor more than thirteen persons, as shall be designated by the By-Laws.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who shall hold office until the annual meeting of the stockholders to be held in the year 1997 and until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
HOWARD M. FALLEN	5551 HOLMBERG RD. SUITE 3924 PARKLAND, FL 33067
JEFF M. RIMAN	185 S.W. 96TH TERR. PILANTATION, FL 33324

ARTICLE IX**SUBSCRIBERS**

The names and post office addresses of the subscribers to these Articles of Incorporation, and a Statement of the number of shares subscribed for by them, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
HOWARD M. FALLEN	5851 HOLMBERG RD. SUITE 3824 PARKLAND, FL. 33067	50	\$50.00
JEFF M. RIMAN	195 S.W. 96TH TERRACE PLANTATION, FL. 33324	50	\$ 50.00

ARTICLE X**SPECIAL PROVISIONS**

(a) No holder of stock of the corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of

any class.

(b) No contract or other transaction between the corporation and any other corporation, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

(c) The Board of Directors, in addition to choosing the President, Secretary, and Treasurer of the corporation, may choose one or more Vice Presidents, an Assistant Secretary, an Assistant Treasurer and such other officers as the Board shall deem advisable, and such officers shall serve for such terms and have such duties as may be determined by the Board of Directors.

(d) The stockholders may, in their discretion, choose a Chairman of the

**Board of Directors at the annual meeting of the stockholders of the corporation;
or If the annual meeting of the shareholders is not held, at any meeting of the
stockholders thereafter called pursuant to the By-Laws of the Corporation.**

**(e) The corporation reserves the right to amend, alter, change or repeal any
provision contained in these Articles of Incorporation, in the manner now or
thereafter prescribed by the state and all rights conferred upon shareholders
herein are granted subject to this reservation.**

ARTICLE XI


RESIDENT AGENT


**The registered agent to accept service of process within this state shall be
JEFF M. RIMAN**

**and the registered office shall be 195 S.W. 86TH TERRACE
PLANTATION, FL. 33324**

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IN WITNESS WHEREOF, We, the undersigned, being the original
subscribers to the capital stock hereinbefore named, have hereunto set our hand
and seal this 4 day of JUNE, 1997.



HOWARD M. FALLEN - INCORPORATOR


JEFF M. RIMAN - INCORPORATOR


FL. DR. LIC # F450-333-69-220-0
FL. DR. LIC # R550-433-70-254-0

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal on this 4 day of JUNE, 1997.



NOTARY PUBLIC
STATE OF FLORIDA at LARGE
JOYCE A. LAMOLY

My commission expires:



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**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

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

First - That IDA Visual Communications, Inc.
qualified to do business under the laws of the State of Florida with its principal
office at 195 S.W. 98TH TERRACE, county of BROWARD,
State of FLORIDA,
has appointed HOWARD M. FALLEN
City of PLANTATION, County of BROWARD
State of Florida, as its legal agent to accept service of process within the state.

ACKNOWLEDGEMENT:

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

HOWARD M. FALLEN: :



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