

P97000054642

VITROSONIC, INC.
180 PARK ROAD
SUITE 142
OVIDO, FL 32765

May 28, 1997

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

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-06/20/97--01009--007
****122.50 ****122.50

Re: VITROSONIC, INC.

Gentlemen:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,

Harry Walt
HARRY WALTZ

enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 PM 1:53

97/6/20/97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION 97 JUN 20 PM 1:53

OF

VITROSONIC, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is VITROSONIC, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE IV. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 180 park Road Suite 142 Oviedo, FL 32765

ARTICLE V. BOARD OF DIRECTORS.

This Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

Harry Waltz 180 Park Road Suite 142
Oviedo, FL 32765

ARTICLE VII. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent and the initial registered principal office are:

Harry Waltz 180 Park Road Suite 142
Oviedo, FL 32765

ARTICLE IX. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation is:

Harry Waltz 180 Park Road Suite 142
Oviedo, FL 32765

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates. Only shareholders can serve as directors.

ARTICLES XII - ACTIONS BY DIRECTORS WITHOUT A MEETING.

The directors of this Corporation may take action by written consent as provided by law.

ARTICLES XIV - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Any amendment or any repeal of any provisions of these Articles of Incorporation require a unanimous vote of all directors and all shareholders.

ARTICLE XV. - DISSOLUTION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned has executed these articles of incorporation on 6/16/97.

Harry Walt
Harry Waltz, Incorporator
180 Park Road Ste 142
Oviedo, FL 32765

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me on June 16, 1997 by HARRY WALTZ who is personally known to me or who produced the following identification: _____



Stacy A. Golenksi
Notary
Stacy A. Golenksi
Typed or printed notary name

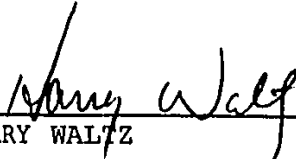
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is VITROSONIC, INC.
2. The name of the registered agent is HARRY WALTZ.
3. The address of the registered agent/registered office is
180 PARK ROAD SUITE 142 OVIEDO, FL 32765

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



HARRY WALTZ

Dated: 6/16/97

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