



THE UNITED STATES
CORPORATION
COMPANY

P97000057483

ACCOUNT NO. : 072100000032

REFERENCE : 446495 7112213

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 30, 1997

ORDER TIME : 11:31 AM

ORDER NO. : 446495-005

CUSTOMER NO: 7112213

CUSTOMER: Alex Grief, Esq
ALEX N. GRIEF, ESQ

Suite 226
5970 S.W. 18th Street
Boca Raton, FL 33433

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-06/30/97--01068--028
****122.50 ****122.50

DOMESTIC FILING

NAME: VISUAL COMMUNICATION
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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 JUN 30 PM 4:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Dmc
6/30/97

RECEIVED
97 JUN 30 PM 1:12
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
VISUAL COMMUNICATION SYSTEMS, INC.

FILED

97 JUN 30 PM 4:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME:

The name of this Corporation is: VISUAL COMMUNICATION SYSTEMS, INC.

ARTICLE II. NATURE OF BUSINESS:

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

ARTICLE III. CAPITAL STOCK:

The Capital Stock of this corporation shall be divided into ONE THOUSAND (1,000) shares of stock with \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL:

The amount of capital with which this corporation will begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE:

This corporation shall exist perpetually from the date of the filing of these Articles.

ARTICLE VI. ADDRESS:

The street address of the initial registered office of the corporation is:

1701 SW 12TH AVENUE
BOCA RATON, FLORIDA 33486

The name of the initial resident agent of this corporation at that address is:

ALEX N. GRIEF

The street address of the principal place of business shall be:

1701 SW 12TH AVENUE
BOCA RATON, FLORIDA 33486

ARTICLE VII. DIRECTORS:

This corporation shall have ONE (1) Director initially. The number of directors June be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE VIII. INITIAL ADDRESS:

The name and address of the member of the first Board of Directors is:

ALEX N. GRIEF
1701 SW 12TH AVENUE
BOCA RATON, FLORIDA 33486

ARTICLE IX. SUBSCRIBERS:

The name and address of each Subscriber to these Articles of Incorporation is:

ALEX N. GRIEF
1701 SW 12TH AVENUE
BOCA RATON, FLORIDA 33486

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this ____ day of June, 1997.

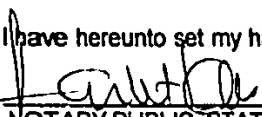


ALEX N. GRIEF

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared ALEX N. GRIEF, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 26 day of June, 1997.

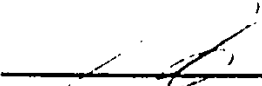


NOTARY PUBLIC, STATE OF FL.
My Commission Expires:



ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at a place designated in this Certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions relative to keeping said office open.



ALEX N. GRIEF