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BOGUES ASSOCIATES
Division of Bogues International Incorporated

5553 Haverford Way, Suite B, Lake Worth, Florida 33463
Andrée M. Bogues, Independent Public Accountant
Telephone 561.969-3004, Telefax 966-9820

July 8, 1997

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

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-07/10/97--01099--005
***122.50 ***122.50

Regarding: VISIONS MEDIAFX CORP.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation, charter for the above noted proposed corporation, in duplicate, for due process of registration with your offices.

The appropriate fees of \$122.50 are attached. The documents are to be effective July 7, 1997.

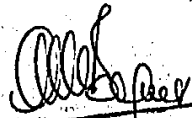
We appreciate your expediting the enclosed and respectfully request return of the Charter Certificate with certified copies of Articles directly to us on behalf of our client.

Should you have any questions or require any further information in the above regard, please do not hesitate to call us, collect, at (561) 969-3004.

Thanking you in advance for your kind attention to the above,

Sincerely,

BOGUES ASSOCIATES



Andrée M. Bogues
For the Firm

:Enclosures

EFFECTIVE DATE
7-7-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 2:54

7-11-97
WS

Articles of Incorporation

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of

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VISIONS MEDIAFX CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person acting as Incorporator for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

Article One Name

EFFECTIVE DATE

7-7-97

The name of the Corporation shall be: VISIONS MEDIAFX CORP.

Article Two Duration

The term of existence of the Corporation under this Charter shall be perpetual and shall commence effective July 7, 1997.

Article Three Purpose

The purpose for which this Corporation is organized is to engage in and transact any and all lawful business for which corporations may be permitted under the laws of the State of Florida and in all other States and Countries.

Article Four Capital Stock

The maximum number of shares of authorized capital stock of this Corporation shall be Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

One Hundred (100) shares of common stock shall be issued at this time and the remaining Nine Thousand, Nine Hundred (9,900) shall be held in the Corporation. There shall be only one class of stock.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the pre-emptive right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) prior to it being offered to others. Shares shall be restricted and shall not be offered to others without a unanimous vote by shareholders of record and approval by the Board of Directors.

Capital stock shall be paid by property or in cash, and accepted upon approval by the Directors at the Organizational Meeting, or at a meeting called for such purpose.

Article Five Initial Capital

The amount of capital with which this Corporation may begin business shall not be less than Five Hundred Dollars (\$500.00).

Article Six Registered Office

The street address of the initial registered office of this Corporation is: 6751 Cypress Road, #103
Plantation, Florida 33317

and the name of the initial registered agent at that address is:
Karsten Becker

Article Seven Principal Office

The initial principal office and mailing address of the Corporation is: 6751 Cypress Road, #103
Plantation, Florida 33317

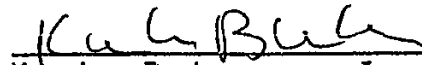
Article Eight Directors

The Board of Directors of this Corporation shall have two (2) directors initially. The number of directors may be increased and/or decreased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).


The names and addresses of the initial Board of Directors are:
Karsten Becker 6751 Cypress Road, #103, Plantation, Florida
Robert Lee 6751 Cypress Road, #103, Plantation, Florida

Article Nine Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is: Karsten Becker
6751 Cypress Road, #103, Plantation, Florida


Karsten Becker, Incorporator

SUBSCRIBED BEFORE ME, this 7th day of July, A.D. 1997


Witness, as to Incorporator

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 10 1997
PH 2:54

Persuant to the provisions of Chapter 48.091, and Chapter 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in compliance of said Act, designating the Registered Office and Registered Agent, in the State of Florida:

THAT - Visions MediaFx Corp. -

located in the County of Broward, State of Florida,

desiring to organize under the laws of the State of Florida,

HAS NAMED Karsten Becker

as its agent to accept service of process within said State.

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated within these documents, 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.

I am familiar with and accept the obligations of my position as registered agent.

Karsten Becker
Karsten Becker, Registered Agent

SUBSCRIBED BEFORE ME this 7th day of July, A.D. 1997

Witness
as to Registered Agent Signature