

Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

July 10, 1997

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

100002237981--1
-07/15/97--01005--012
***172.50 ***172.50

RE: Vision Island Software, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Certificate of Domestication and Articles of Incorporation for the above-referenced corporation, and funds of \$172.50 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED
97 JUL 15 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, Daniel Meland, President,
(Name) (Title)

of ImageTec Enterprises, Inc. a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was October 16, 19 96.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Minnesota.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ImageTec Enterprises, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Vision Island Software, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was
Minnesota

I am Daniel Meland, of ImageTec Enterprises, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 7th day of July 19 97.

Daniel Meland
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$122.50
Total to domesticate and file	\$172.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VISION ISLAND SOFTWARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is VISION ISLAND SOFTWARE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) SHARES of capital stock, \$5.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

DANIEL MELAND
24 OCEANVIEW DR.
OCEAN RIDGE, FL 33435

SEVENTH: The name and address of the incorporator is:

MARK HANKINS
701 BRICKELL KEY BLVD. #604
MIAMI, FL 33131

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVENUE, SUITE 900
MIAMI, FL 33131

NINTH: The principal office and mailing address of the corporation is:

VISION ISLAND SOFTWARE, INC.
24 OCEANVIEW DR.
OCEAN RIDGE, FL 33435

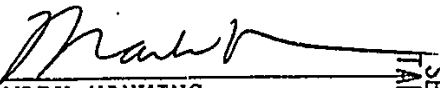
DATED: July 10, 1997


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 
MARK HANKINS
President

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE