

08/19/97 TUE 10:23 FAX 813 251 6711

B.B.K&L

001

797000071876

ELECTRONIC FILING COVER SHEET

((H97000013623 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: BARNETT, BOLT, KIRKWOOD & LONG
CONTACT: YOLANDA A TULLO
PHONE: (813)253-2020

ACCT#: 072731001155

FAX #: (813)251-6711

NAME: VISUAL MEDIA COMMUNICATIONS, INC.

AUDIT NUMBER: H97000013623

DOC TYPE: FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS: 1

PAGES: 4

CERT. COPIES: 0

DEL.METHOD: FAX

EST.CHARGE: \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

.. ENTER 'M' FOR MENU. ..

ENTER SELECTION AND <CR>,
NO CARRIER

5

FILED
FLORENCE

97 AUG 19 PM 3:42

FILE # V60-11446
5 pages

Bm 8/19/97

H97000013623 8

ARTICLES OF INCORPORATION
OF
VISUAL MEDIA COMMUNICATIONS, INC.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is:

Visual Media Communications, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office of this corporation is 5916 Idle Forest Place, Tampa, Florida 33614, and the mailing address is P. O. Box 3432, Tampa, Florida 33601.

Peter T. Kirkwood, Esquire
Barnett, Bolt, Kirkwood & Long
601 Bayshore Boulevard, Suite 700
Tampa, Florida 33606
813-253-2020
Fla. Bar #285994

H97000013623 8

H97000013623 8

ARTICLE IVCapital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).

ARTICLE VPreemptive Rights

This corporation elects to have preemptive rights.

ARTICLE VIInitial Registered Office and Agent

The street address of the initial registered office of this corporation is 5916 Idle Forest Place, Tampa, Florida 33614, and the name of the initial registered agent of this corporation at that address is Eric S. Canonico.

ARTICLE VIIIncorporators

The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
ERIC S. CANONICO	5916 Idle Forest Place Tampa, Florida 33614
BARNEY W. BROOKS	1013 South Dakota, #A Tampa, Florida 33606

ARTICLE VIIIInitial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from

H9700013623 8

time to time in the manner provided in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ERIC S. CANONICO	5916 Idle Forest Place Tampa, Florida 33614
BARNEY W. BROOKS	1013 South Dakota, #A Tampa, Florida 33606

ARTICLE IX

Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

Amendment

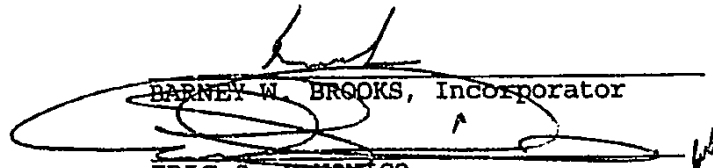
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 15th day of August, 1997, and the undersigned registered agent acknowledges that he is

H9700013623 8

H97000013623 8

familiar with, and accepts, the obligations of registered agent of
this corporation.


BARNET W. BROOKS, Incorporator
ERIC S. CANONICO,
Incorporator and Registered Agent

97 AUG 19 PM 3:42
FLORENCE, FLORIDA

H97000013623 8

C:\YAT\CORP\V60-11446-A01.DOC