

Steel Hector + Davis
 Requestor's Name
 Address
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 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Vision Acquisition Company 900002286839--3
 (Corporation Name) (Document #) -09/08/97--01006--021
 ***122.50 ***122.50
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time 3:00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

RECEIVED
 97 SEP -8 AM 10:51
 DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
VISION ACQUISITION COMPANY**

FILED
97 SEP -8 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is Vision Acquisition Company, (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 5775 Blue Lagoon Drive, Miami, Florida 33126; and the name of the initial registered agent of the Corporation at that address is Henry C. Tie Shue.

ARTICLE V - ACTION BY SHAREHOLDERS

Section 5.1 Call for Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate voting by classes is required by law, in which case, the written consent by the holders of ninety percent (90%) of the outstanding shares of each class or series entitled to vote as a class shall be required).

Section 5.2 Shareholder Action By Unanimous Written Consent. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders, and may not be effected by any consent in writing by such shareholders, unless such written consent is by the holders of ninety percent (90%) of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate voting by classes is required by law, in which case, the

written consent by the holders of ninety percent (90%) of the outstanding shares of each class or series entitled to vote as a class shall be required).

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 5775 Blue Lagoon Drive, Miami, Florida 33126.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have five directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of the Corporation are as follows:

Michael A. Gorman
c/o Fleet Equity Partners
RI MO F12C
50 Kennedy Plaza
Providence, RI 02903

Scott F. Hilinski
c/o Fleet Equity Partners
RI MO F12C
50 Kennedy Plaza
Providence, RI 02903

Howard Levine
5775 Blue Lagoon Drive
Miami, Florida 33126

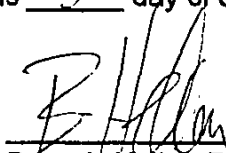
Stanley I. Shapiro
5775 Blue Lagoon Drive
Miami, Florida 33126

Henry C. Tie Shue
5775 Blue Lagoon Drive
Miami, Florida 33126

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is
Brian L. Heller, Esq., 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 5th day of September, 1997.

A handwritten signature in dark ink, appearing to read 'B. Heller', is written over a horizontal line.

Brian L. Heller, Esq., Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Vision Acquisition Company, desiring to organize under the laws of the State of Florida, has named Henry C. Tie Shue, located at 5775 Blue Lagoon Drive, Miami, Florida 33126, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 5th day of September, 1997.


Henry C. Tie Shue

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FILED
97 SEP -8 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA