

F. O. 100-447 SEP 23 1997.

ARTICLES OF INCORPORATION
OF
VISIONS II, INC.

FILED
97 SEP 22 AM 8:04
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is VISIONS II, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 190 South Sykes Creek Parkway, Suite # 4, Merritt Island, Florida 32952. The name of the initial registered agent of

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this corporation at that address is MICHAEL G. GAICH.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

MICHAEL G. GAICH

190 South Sykes Creek Parkway, Suite # 4
Merritt Island, Florida 32952

ARTICLE VIII - - INCORPORATOR

The name and address of the person signing these articles as incorporator is MICHAEL G. GAICH, 190 South Sykes Creek Parkway, Suite # 4, Merritt Island, Florida 32952.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the stockholders.

ARTICLE X - COMPENSATION OF DIRECTORS

The stockholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

The 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 stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 18 day of September 1997.

MICHAEL G GAICH
MICHAEL G. GAICH

STATE OF FLORIDA
COUNTY OF BREVARD

The execution of the foregoing articles of incorporation were acknowledged before me on this 18th day of September 1997 by MICHAEL G. GAICH who is personally known to me.

Ann N. Radlein
Notary Public



ANN N RADLEIN
My Commission CC401606
Expires Jun. 17, 1999
Bonded by ANB
800-652-6878

REGISTERED AGENT CERTIFICATE

The below named corporation maintains an office at the address below, and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME:

MICHAEL G. GAICH

PRINCIPAL STREET ADDRESS
OF CORPORATION:

190 South Sykes Creek Parkway
Suite # 4
Merritt Island, Florida 32955

VISIONS II, INC.

By

MICHAEL G. GAICH

Michael G. Gaich
President

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.

MICHAEL G. GAICH

MICHAEL G. GAICH
Registered Agent

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