

P97000098672

**Visioneering, Inc.**  
Making Dreams A Reality

8022 Saint James Street  
Port Charlotte, FL 33952  
Tel. & Fax: (941) 627-5995  
E-mail: [makingdreams@usa.net](mailto:makingdreams@usa.net)

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97 NOV 19 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00000244170-2  
-11/12/97--01017--008  
\*\*\*\*122.50 \*\*\*\*122.50

November 6, 1997

CORPORATE RECORDS BUREAU  
Division of Corporations  
Department of State  
PO Box 6327  
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed herewith is the original and one copy of the Articles of Incorporation which includes the Designation of Registered Agent for the above corporation. Enclosed is our check in the amount of \$122.50 to cover filing fees, filing tax, and a certified copy of the Articles of Incorporation.

If you find the foregoing to be in order, we would appreciate your returning the certified copy of the Articles of Incorporation to us at your earliest convenience.

Sincerely yours,

*Mitchell T. Brooks*

Mitchell T. Brooks  
Chairman  
Board of Directors

Enclosures (3)

*Mitchell Brooks* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Article II, 4*  
DATE *as R 4 -*  
DOC. EXAM. *OK*

*7097-25762*  
*OK*  
*11/14/97*

P.Hall  
NOV 19 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 14, 1997

MITCHELL T. BROOKS  
3022 SAINT JAMES ST  
PORT CHARLOTTE, FL 33952

SUBJECT: VISIONEERING, INC.  
Ref. Number: W97000025762

We have received your document for VISIONEERING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 397A00054771

# Articles of Incorporation of

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## Visioneering Consultants, Inc.

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THE UNDERSIGNED, acting as (an) incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation for such corporation: SECRETARY OF THE STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is Visioneering Consultants, Inc.
2. The period of duration of the corporation is perpetual.
3. The purpose or purposes for which the corporation is organized are to engage in fundraising and nonprofit management consulting, association management services and provided computer networking capabilities and services to consumers and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the state of Florida. In addition to the stated purpose, the corporation is authorized to conduct all lawful business activity in the state and outside.
4. Authorized Shares.  
Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$ 1.00 per share.  
No classes of stock. The shares of the corporation are not to be divided into classes.
5. The street address of the initial registered office of the corporation is 3022 St. James Street, Port Charlotte, FL 33952, and the name of the initial registered agent at such address is Mitchell T. Brooks. The principal address is the same.
6. The initial Board of Directors shall consist of 2 members, who need not be residents of this state or shareholders of the corporation.
7. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

Name

Number & Street, City, State, Zip Code

Mitchell T. Brooks

3022 St. James Street, Port Charlotte, FL 33952

J. Andrew Mallison

106 Parkview Drive, Phoenixville, PA 19460-4228

8. The name(s) and address(es) of the initial incorporator(s) is (are) as follows:

Name	Number & Street, City, State, Zip Code
------	--

<u>Mitchell T. Brooks</u>	<u>3022 St. James Street, Port Charlotte, FL 3395</u>
<u>J. Andrew Mallison</u>	<u>106 Parkview Drive, Phoenixville, PA 19460-4228</u>

9. An affirmative vote of all of the shares of the corporation shall be required for any shareholder action.
10. The shareholders shall have the power to adopt, amend, alter, change, or repeal the articles of incorporation when proposed and approved at a stockholders meeting with not less than a majority vote of the common stock.
11. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, THE UNDERSIGNED has (have) made and subscribed these articles of incorporation on the 8th day of September, 199 7.

I hereby accept the duties and responsibilities as registered agent.

Mitchell T. Brooks

Mitchell T. Brooks  
Incorporator/Registered Agent

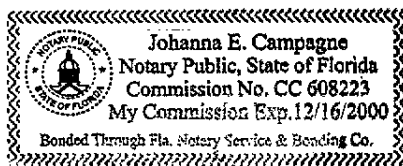
J. Andrew Mallison  
J. Andrew Mallison  
Incorporators(s)

State of Florida.  
County of Charlotte.

Before me, the undersigned authority, personally appeared Mitchell T. Brooks, and J. Andrew Mallison, who are to me well known to be the persons described in and who subscribed the above articles of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said county and state this 8th day of September, 199 7.

Johanna E. Campagne Notary Public, state of Florida.  
Johanna E. Campagne Printed Notary Name  
My Commission Expires: 12/16/2000



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