

P97000105842

JOHN RANDOLPH SPON, JR.

ATTORNEY AND COUNSELOR AT LAW

PLEASE RESPOND TO FLORIDA OFFICE



CIVIL TRIAL ADVOCACY  
PERSONAL INJURY  
WRONGFUL DEATH

ADMITTED:

OHIO BAR  
FLORIDA BAR  
U.S. DISTRICT COURTS \*  
U.S. APPEALS COURT \*\*  
U.S. SUPREME COURT  
\* OHIO NORTHERN AND SOUTHERN DIST.  
\* W. VA. NORTHERN DISTRICT  
\* FLORIDA MIDDLE DISTRICT  
\*\* 4TH CIRCUIT (W. VA., N.C., S.C., MD.)

FLA. OFFICE:

120 INTERNATIONAL PARKWAY  
SUITE 220  
HEATHROW, FLORIDA 32746  
(407) 444-0386

(FAX) 333-2003

OHIO OFFICE:

2017 SUNSET BLVD.  
STEUBENVILLE, OHIO 43952  
(614) 282-1136  
(FAX) 282-1639

FILED  
JAN 16 2005  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

Dept. of State  
Divisions of Corporations  
409 East Gaines St.  
Tallahassee, FL 32399

Re: VisionPlusGiving Inc.

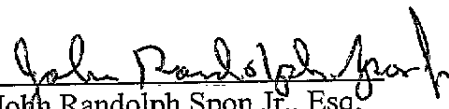
To Whom It May Concern:

Enclosed is an original and one copy of Articles of Incorporation, and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide (1) a certificate of status and (2) a certified copy of these Articles.

Please also find enclosed a check for \$122.50 payment for the same, to be forwarded to the undersigned at the below address. Thank-you.

Respectfully,

  
John Randolph Spon Jr., Esq.  
27 Promenade Circle  
Heathrow, Fl. 32746  
(407) 333-0552

CB  
12-17-97

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-12/16/97--01079--007  
\*\*\*\*122.50 \*\*\*\*122.50

**ARTICLES OF INCORPORATION**  
**OF**  
**VISIONPLUS GIVING Inc.**

**FILED**  
97 DEC 16 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name of the corporation is "VisionPlus Giving Inc."

**SECOND:** The principal place of business and mailing address of this corporation are 3600 NW 43rd Street, Suite D-4, Gainesville, Florida 32606,

**Third:** The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do all and any things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida, including but not limited to providing telephonic long distance services to any and all persons or entities anywhere in the world.

**FOURTH:** The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of stock at No Par Value.

**FIFTH:** All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons, and shall be only of one class, to wit, common shares.

**SIXTH:** The name and address of the initial registered agent are: Larry Easton, Jr., President of VisionPlus Giving Inc., 3600 N.W. 43rd Street, Suite D-4, Gainesville, Florida 32606.

**SEVENTH:** The name and address of the incorporators of these articles of incorporation are: Larry Easton, Jr., President of VisionPlus Giving Inc., 3699 N.W. 43rd Street, Suite D-4, Gainesville, Florida 32606, Mark S. Wagner, Vice-President of VisionPlus Giving Inc., 3699 N.W. 43rd Street, Suite D-4, Gainesville, Florida 32606, and John Randolph Spon Jr., Esq., 271 Promenade Circle, Heathrow, Florida, 32746.

**EIGHTH:** All of the issued stock shall be subject to one or more of the restrictions on transfer permitted by Section 607 of the General Corporation Law of Florida.

**NINTH:** The corporation shall make no offering of its stock which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

**TENTH:** The directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon property and franchise of the corporation.

**ELEVENTH:** With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose in any manner, of the whole property of this Corporation.

**TWELFTH:** The By-Laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them shall be open to the inspection of the stockholders; no stockholder shall have any right inspecting any account, or book, or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

**THIRTEENTH:** The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of the Florida.

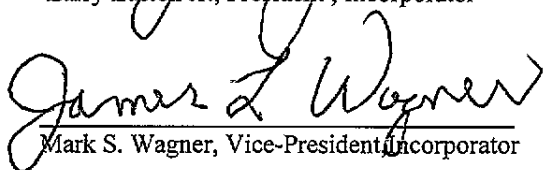
**FOURTEENTH:** It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in the Third paragraph, be nowise limited or restricted by reference to or influence from the terms of any other clause or paragraph in these Articles of Incorporation, and that the objects, purposes and powers specified in the Third paragraph and in each of the clauses of paragraphs of these Articles shall be regarded as independant objects, purposes and powers.

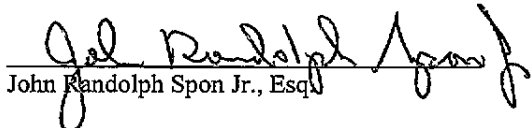
**FIFTEENTH:** Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; or (4) a transaction from which the director derived an improper benefit.

**WE, THE UNDERSIGNED,** for the purpose of forming this Corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation and do certify that the facts herein are true; and have accordingly hereunto set their hands.

VisionPlus Giving, Inc.,

  
Larry Easton Jr., President, Incorporator

  
Mark S. Wagner, Vice-President, Incorporator

  
John Randolph Spon Jr., Esq.

## DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FOR

**VISIONPLUS GIVING INC.**

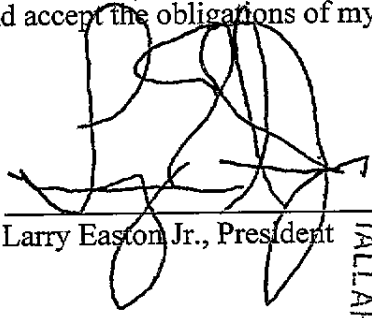
Pursuant to the provisions of F.S.607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is "VisionPlus Giving Inc.".
2. The name of the registered agent is Larry Easton Jr., President.
3. The address of the registered office and registered agent is 3600 N.W. 43rd St., Suite D-4, Gainesville, Fl. 32606.

### ACCEPTANCE

Having been named as a registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

12/15/97  
Date

  
Larry Easton Jr., President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 16 AM 9:05

FILED