P98000018425

January 28, 1997 Paul Sattan, esq.

(561) 626-4700

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002423223--0
-02/06/98--01009--012
*****70.00 *****70.00

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of: VISION VIDEO, INC..

Also find enclosed a check made payable to the Secretary of State in the amount of $70.00 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as : VISION/ VIDEO, INC. is appreciated.

Respectfully,

LEWIS PINCUS
2300 Palm Beach Lakes Blvd., Suite 100 (561) 684-9426
W. Palm Beach, FL 33409

Paul (atty)

AUTHORIZATION BY PHONE TO
CORRECT art. 7, 12 + 8 2/19/98

FILED
98 FEB 25 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/25/98 jm

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1998

LEWIS PINCUS
2300 PALM BEACH LAKES BLVD, STE 100
WEST PALM BEACH, FL 33409

SUBJECT: VCI, INC. Change VC^2, Inc.
Ref. Number: W98000002828

We have received your document for VCI, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 198A00007239

ARTICLES OF INCORPORATION

OF

VISION VIDEO, INC.

FILED
98 FEB 25 PM 3:2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is: VISION VIDEO, INC.
The principle address of the corporation is: 2300 Palm Beach Lakes Blvd., Suite 100, W. Palm Beach, FL 33409.

ARTICLE TWO

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

This corporation is authorized to issue 1,000 shares of No Par Value Common

Stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE FIVE

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE SIX

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

ARTICLE SEVEN

The street address and mailing address of the initial registered office is: 3300 PGA Blvd., Suite 500, Palm Beach Gardens, FL 33410, and the name of its initial registered agent of this corporation is: PAUL SAFRAN, JR., ESQ.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Paul S

PAUL SAFRAN, JR., ESQ.

ARTICLE EIGHT

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation is:

Name	Mailing Address
LEWIS PINCUS	2300 Palm Beach Lakes Blvd., Suite 100 W. Palm Beach, FL 33409
PAUL GRANAROLI	2300 Palm Beach Lakes Blvd., Suite 100 W. Palm Beach, FL 33409
EILEEN PANTZER	2300 Palm Beach Lakes Blvd., Suite 100 W. Palm Beach, FL 33409

ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statue.

ARTICLE TEN

The name and address of the incorporator for this corporation is:

LEWIS PINCUS, 2300 Palm Beach Lakes Blvd., Suite 100 W. Palm Beach, FL 33409

Lewis Pincus

Incorporator: LEWIS PINCUS

ARTICLE ELEVEN

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE TWELVE

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of January, 1998.

LEWIS PINCUS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said act:

VISION VIDEO, INC., desiring to organize under the laws of the State of Florida, with its principal office,as indicated in the Articles of Incorporation, at City of West Palm Beach, County of Palm Beach, State of Florida, has named PAUL SAFRAN, JR., ESQ. located at: 3300 PGA Blvd., Suite 500, Palm Beach Gardens, FL 33410, County of Palm Beach, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT: MUST BE SIGNED BY DESIGNATED AGENT

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: **PAUL SAFRAN, JR., ESQ.**
Registered Agent

FILED
98 FEB 25 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA