

Berger
Davis &
Singerman
Professional Association

100 N.E. Third Avenue Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.525.9900
Fax: 954.523.2872

P98000024373

March 13, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/16/98--01014--008
****122.50 ****122.50

Re: New Vista Acquisition Corporation
Our File No. 4905.001


Dear Sir or Madam:

Enclosed for filing are duplicate originals of the Articles of Incorporation for the above-referenced proposed corporation. Please return a certified copy to the undersigned.

Also enclosed is a check in the amount of \$122.50 for the filing fee.

Sincerely,

BERGER DAVIS & SINGERMAN


Robin L. Goldston
Legal Assistant

FILED
8 MAR 16 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc.

cc: Mr. Edward Hibshman (w/enc.)
Daniel Lampert, Esq.

 3/16/98

RECEIVED
8 MAR 16 AM 10:19
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEW VISTA ACQUISITION CORPORATION
A FLORIDA CORPORATION

FILED
98 MAR 16 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is New Vista Acquisition Corporation.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

800 N. Miami Avenue, #1506
Miami, Florida 33136

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Daniel Lampert.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
EDWARD HIBSHMAN	800 N. Miami Avenue, #1506 Miami, Florida 33136

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

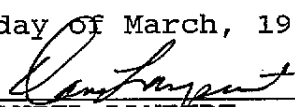
<u>Name</u>	<u>Address</u>
DANIEL LAMPERT	Berger Davis & Singerman 100 N.E. 3rd Avenue, #400 Fort Lauderdale, Florida 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of March, 1998.



DANIEL LAMPERT
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this 13th day of March, 1998, by DANIEL LAMPERT.

(☒) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

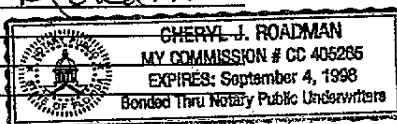
NOTARY PUBLIC:

Sign: _____

Print Name: _____

Commission No.: _____

My Commission Expires: _____



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of NEW VISTA ACQUISITION CORPORATION, as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as the initial Registered Agent of NEW VISTA ACQUISITION CORPORATION.

Date: March 13, 1998

Dan Lampert
DANIEL LAMPERT

Initial Registered Agent

FILED
98-MAR-16 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA