

Law Office of

Marc J. Rabinowitz

8400 NW 33<sup>rd</sup> Street  
Suite 103  
Miami, Florida 33122

P98000037489

April 20, 1998

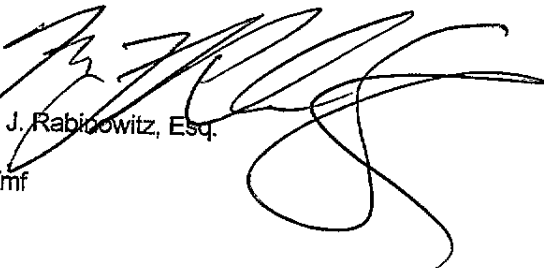
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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To Whom it May Concern:

Please process the enclosed Articles of Incorporation and return a certified copy of same to me.

Sincerely,



Marc J. Rabinowitz, Esq.

MJR/mf

c:

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SECRETARY OF STATE TALLAHASSEE FLORIDA  
SECRETARY OF STATE TALLAHASSEE FLORIDA

Handwritten notes: "Done" and "4/24/98" with a circled "6" below.

ARTICLES OF INCORPORATION  
OF  
VISION QUEST LABORATORIES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation shall be: **VISION QUEST LABORATORIES, INC.**

ARTICLE II  
GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on are: insofar as the laws permit, to do any and all things herein mentioned as fully and to the same extent as natural persons might or could, viz: (a) To provide video products and services, including, but not limited to: video components and machines (b) To own, purchase, develop, sell, maintain, operate, lease, and/or manage real estate, buildings, plants and structures of all kinds, nature and character; and to erect, maintain, repair, renovate, demolish, dismantle plants and structures of all kinds and character. (c) To purchase or otherwise acquire, own and hold, unlimitedly, such real and personal property of every kind and description, within and without the State of Florida, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects herein before or hereafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property. (d) To carry on all or any of the businesses of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and suppliers of every kind, character and nature. (e) To construct, repair, renovate, own, operate, conduct, manage and maintain businesses, stores, buildings, plants, concessions or other premises or establishments for the purpose of, and to engage in the business of buying, selling, leasing, distributing, importing, exporting, confecting, manufacturing, producing, making, maintaining, repairing, demonstrating, servicing, licensing and otherwise dealing in articles, items, merchandise, personalty, textiles, vegetables, metals, minerals, plastics, compositions and wares, merchandise and services of whatsoever kind, character, class and nature through itself or through its agents, servants, distributors or other persons, firms or corporations. (f) To purchase, hold, sell, exchange or transfer or otherwise deal in shares of it's own or other corporate stock, bonds or other obligations from time to time to such an extent and in such a manner upon such terms as it's Board of Directors shall determine, subject to the terms of these Articles of Incorporation and applicable statutes of the State of Florida. (g) To pay cash or issue capital stock, debentures, bonds, mortgages or other obligations of the corporation for any acquisition by the corporation. (h) To engage in the ownership, sale, distribution and licensing of, and to acquire and own, patents, improvements and franchises, as well as trademarks and trade names, and to operate under such patents, improvements, franchises, trademarks and trade names, pertaining to the matters and things enumerated herein; and to do

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such other things as are incident, proper and necessary to the successful operation of the business aforesaid.

(i) To enter into, make and perform contracts of every kind and description, with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, conducive to the attainment of any of the objects or purposes of the corporation, and to enter into any and all types of agreements relating to financing, factoring and guarantees.

(j) To carry on the business of a holding company, and to purchase and acquire any mercantile, commercial, mining, farming, manufacturing, fabricating, producing private or public utility, business, trade, or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of same; and to enter or engage in any such business, trade or enterprise. (k) In general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the State of Florida upon corporations formed under the laws of the State of Florida.

(l) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerated specific powers shall not be held to limit or restrict in any manner, the powers of the corporation.

### ARTICLE III

The total number of shares of stock which the corporation shall have the authority to issue is Ten Thousand (10,000) shares, all of which shall be Common Shares with One Dollar (\$1.00) par value and shall have equal rights, privileges and voting power. Shares of stock of this corporation shall be paid for in cash, at a valuation to be fixed by the affirmative vote of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes by unanimous consent.

### ARTICLE IV

The amount of capital with which this corporation shall begin business is Ten Thousand Dollars (\$10,000.00). The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

### ARTICLE V

This corporation is to have perpetual existence.

### ARTICLE VI

The principle office of this corporation is to be located in the State of Florida, at: 20316 North Miami Beach, Florida 33179

or such other location as the Board of Directors may determine.

### ARTICLE VII

The numbers of the members of the Board of Directors of this Corporation shall not be less than One (1) nor more than Seven (7).

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ARTICLE VIII

The names and post office addresses of the officers, and of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are as follows:

Name	Address
Rón A. Jacobowitz	20316 NE 16th Place, North Miami Beach, Florida 33179

ARTICLE IX


The names and post office addresses of each incorporator of this corporation are as follows:

Name	Address
Ron A. Jacobowitz	20316 NE 16th Place, North Miami Beach, Florida 33179

ARTICLE IX

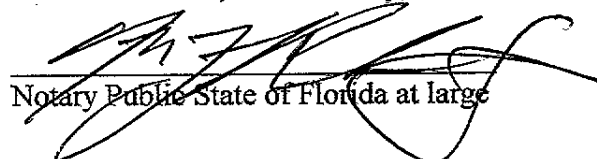
The corporation hereby appoints Ron A. Jacobowitz whose address is 20316 NE 16th Place, North Miami Beach, Florida 33179, to serve as registered agent for the corporation as provide in the applicable Florida Statutes.

IN WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Miami, Dade County, Florida for the uses and purposes aforesaid, this 14<sup>th</sup> day of April, 1998.

 (SEAL)

STATE OF FLORIDA)  
SS  
COUNTY OF DADE )

I HEREBY CERTIFY that on this 14<sup>th</sup> day of April, 1998, personally appeared before me, the undersigned Notary Public in and for the State of Florida, MARC J. RABINOWITZ, party to the foregoing Articles of Incorporation, and he acknowledged that he did make, subscribe and acknowledge the foregoing Articles of Incorporation as and for his voluntary act and deed, and that the facts therein set forth are true and correct as given under may hand and official seal, the day and year written at Miami, Dade County, Florida.

  
Notary Public State of Florida at large

My Commission # is:  
My Commission Expires:



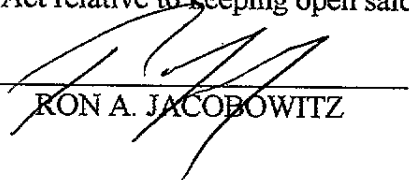
MARC J. RABINOWITZ  
COMMISSION # CC 306908  
EXPIRES AUG 9, 1997  
Atlantic Bonding Co., Inc.  
800-732-0245



MARC J. RABINOWITZ  
COMMISSION # CC 655748  
EXPIRES AUG 9, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

ACKNOWLEDGMENT BY REGISTERED AGENT

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

By:   
RON A. JACOBOWITZ

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