

P9800004/012

LAW OFFICE OF
GEORGE J. BARAQUE
4410 WEST 16TH AVENUE, SUITE 5-205
HIALEAH, FLORIDA 33012-7101

GEORGE J. BARAQUE, C.P.A.*
*ALSO ADMITTED IN NEW YORK, DIST. OF COLUMBIA AND GEORGIA

TELEPHONE: (305) 220-4770
FACSIMILE: (305) 220-6420
EMAIL: georgeb@worldpass.net

April 30, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002509488--1
-05/04/98--01056--019
*****70.00 *****70.00

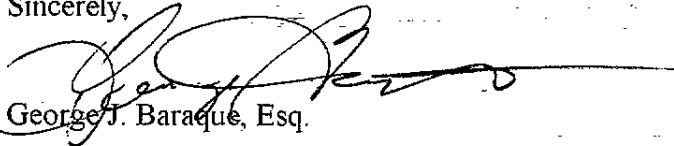
Dear Sir, Or Madam:

Please find enclosed the Articles of Incorporation, pursuant to Sec. 607.0202, Florida Statutes for Vision Tech International, Inc.

In addition, please find enclosed a check in the amount of \$70.00 for the filing fee and the designation of registered agent.

Please return a stamped copy of the Articles of Incorporation in the enclosed self-addressed stamped envelope. If you require any additional information do not hesitate to call. Thank you for your consideration.

Sincerely,


George J. Baraque, Esq.

A:WTLTR

FILED
MAY -4 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98
56-8
14

ARTICLES OF INCORPORATION
of
VISION TECH INTERNATIONAL, INC.

FILED
98 MAY -4 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be: Vision Tech International, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

175 Fountainbleau Boulevard
Suite I A1
Miami, Florida 33172

ARTICLE III
PURPOSE OF CORPORATION

The engage in any lawful purpose or purposes permitted by Florida Statutes.

ARTICLE IV
NUMBER AND ELECTION OF DIRECTORS

The number and manner of election of the members of the board of directors shall be as provided in the bylaws.

ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George J. Baraque
175 Fountainbleau Boulevard
Suite I A1
Miami, Florida 33172

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is (are):

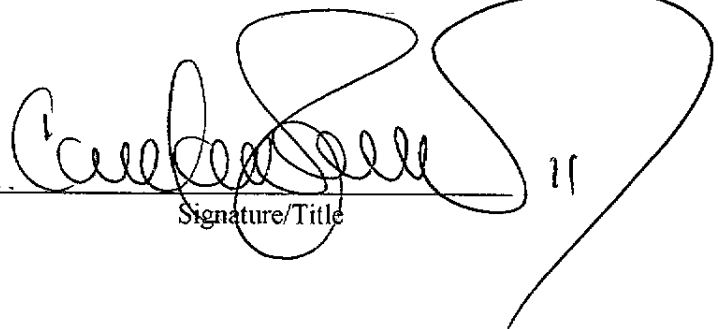
Carlos Alberto Diaz
175 Fountainbleau Boulevard
Suite I A1
Miami, Florida 33172

ARTICLE VII
CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is:

1,000,000 shares of .01 dollars par value

The undersigned has executed these Articles of Incorporation this 28 day of April , 1998.


Signature/Title

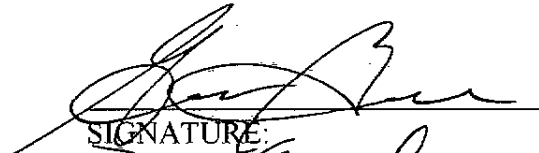
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statements in designating the registered office/registered agent, in the state of Florida.

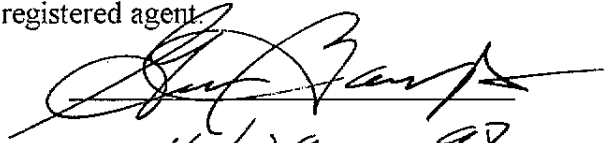
1. The name of the corporation is:
Vision Tech International, Inc.
2. The name and address of the registered agent and office is:

George J. Baraque
175 Fountainbleau Boulevard
Suite 1 A1
Miami, Florida 33172

FILED
98 MAY -14 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


SIGNATURE:
Reg Agent
TITLE
4/29/98
DATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to accept to act in this 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 registered agent.


4/29, 19 98