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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VISION MARKETING COMMUNICATIONS, INC.

AUDIT NUMBER.....H98000009617

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
VISION MARKETING COMMUNICATIONS, INC.**

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is:  
**VISION MARKETING COMMUNICATIONS, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

PREPARED BY: **BRADLEY K. HANAFORDE, ESQ.**  
9200 SO. DADELAND BLVD. #308  
Miami, Florida 33156  
Florida Bar No. 0137354

(305)670-5080

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**ARTICLE V. REGISTERED AGENT**

The Registered Agent of this Corporation in the State of Florida shall be:

DENNIS HERNANDEZ  
11020 S.W. 161 PLACE  
Miami, Florida 33196

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VI. CORPORATE ADDRESS**

The initial corporate address of the corporation in the State of Florida shall be:

10201 HAMMOCKS BLVD.  
SUITE 153-437  
MIAMI, FL 33196

**ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII. INITIAL DIRECTORS**

The names of the initial directors of this Corporation and their street addresses are:

DENNIS HERNANDEZ  
11020 S.W. 161 PLACE  
Miami, Florida 33196

CARMEN D. HERNANDEZ  
11020 S.W. 161 PLACE  
Miami, Florida 33196

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The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLES IX. INITIAL OFFICERS**

The names of the initial officers of this Corporation and their street addresses are:

President  
DENNIS HERNANDEZ  
11020 S.W. 161 PLACE  
Miami, Florida 33196

Secretary and Treasurer  
CARMEN D. HERNANDEZ  
11020 S.W. 161 PLACE  
Miami, Florida 33196

**ARTICLE X. INCORPORATION**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

DENNIS HERNANDEZ  
11020 S.W. 161 PLACE  
Miami, Florida 33196

**ARTICLE XI. AMENDMENT**

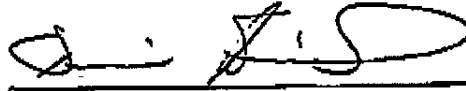
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be

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made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 21 day of May, 1998.




STATE OF FLORIDA

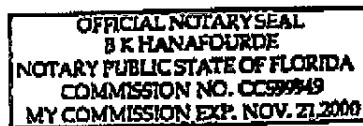
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Dennis Hernandez, who is personally known to me and did take an oath, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 21 day of May, 1998.

  
Notary Public State of Florida

MY COMMISSION EXPIRES:



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

Pursuant to Florida Statutes, the following is submitted, in compliance with said Statutes:

That VISION MARKETING COMMUNICATIONS, INC., desiring to organize under the laws of the State of Florida, with its initial corporate office at 10201 HAMMOCKS BLVD. SUITE 153-437, MIAMI, FLORIDA 33196 appoints Dennis Hernandez, as its agent to accept service of process within this State at the initial corporate office stated herein.

**ACKNOWLEDGMENT**

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

  
DENNIS HERNANDEZ

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AND  
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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