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May 20, 1998

VIA: FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: VISTA LICENSING GROUP, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of VISTA LICENSING GROUP, INC., a Florida corporation, along with our check in the amount of \$122.50. If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this document to me, enclosed please find a Federal Express return envelope for your use.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours very truly,

Debra H. Chrystie
Debra H. Chrystie
Corporate Paralegal

/dhc
Enclosures

Dmc
5/26/98

FILED
98 MAY 21 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 MAY 21 PM 3:21

ARTICLES OF INCORPORATION
OF
VISTA LICENSING GROUP, INC.
A FLORIDA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of VISTA LICENSING GROUP, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is VISTA LICENSING GROUP, INC. and the street address of the initial principal office of the Corporation is 965 North Nob Hill Road, Suite 141, Plantation, Florida 33324.

ARTICLE II

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 III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301 and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
David Sheir	965 North Nob Hill Road Suite 141 Plantation, Florida 33324
Michael Metzkes	965 North Nob Hill Road Suite 141 Plantation, Florida 33324

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Judith L. Keiser, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of May 1998.



JUDITH L. KEISER, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent to accept service of process for VISTA LICENSING GROUP, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: May 20, 1998

By: Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary