



THE UNITED STATES  
CORPORATION  
COMPANY

P99000027736

ACCOUNT NO. : 072100000032

REFERENCE : 182769 4342718

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 78.75

ORDER DATE : March 25, 1999

ORDER TIME : 1:14 PM

ORDER NO. : 182769-005

CUSTOMER NO: 4342718

CUSTOMER: Ms. Patricia Wood  
GLENN RASMUSSEN & FOGARTY  
GLENN RASMUSSEN & FOGARTY  
Suite 1300  
100 South Ashley Drive  
Tampa, FL 33602

100002818631--9

DOMESTIC FILING

NAME: VISUALIZE LOGO CONCEPTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 25 PM 4:17

RECEIVED  
99 MAR 25 PM 2:28  
3/25/99

**ARTICLES OF INCORPORATION**

**OF**

**VISUALIZE LOGO CONCEPTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 25 PM 4: 17

The undersigned, acting as the incorporator of Visualize Logo Concepts, Inc. under the Florida Business Corporation Act (the "Act"), Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: "Visualize Logo Concepts, Inc."

**ARTICLE II. INITIAL MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address of the corporation and the street address of its initial principal office is 9218 Lazy Lane, Tampa, Florida 33614.

**ARTICLE III. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 1,000,000 shares of common stock, having a par value of \$.001 per share. Each share of common stock shall be identical in all respects and the holders of the shares of common stock shall be entitled to one vote per share owned with respect to all matters on which the shareholders have the right to vote. The corporation is not authorized to issue fractional shares of its capital stock. The corporation has the right to purchase or otherwise acquire shares of its capital stock to the extent provided by law, its Bylaws, or any agreement duly executed by the corporation.

**ARTICLE IV. INITIAL BOARD OF DIRECTORS**

The corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time, as provided in the corporation's bylaws. The name and street address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Robert G. Woods	7804 Colley Road Odessa, Florida 33556
James R. Woods	17003 Winners Circle Odessa, Florida 33556
Timothy H. Woods	12510 Forest Hills Drive Tampa, Florida 33612
Arnold Ruiz	8509 N. Packwood Tampa, Florida 33604
James H. Woods	17317 Solie Road Odessa, Florida 33556

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 9218 Lazy Lane, Tampa, Florida 33614 and the name of the corporation's initial registered agent at that address is James R. Woods.

#### **ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator is as follows:

Jennifer Newsom  
Glenn Rasmussen & Fogarty, P.A.  
100 South Ashley Drive, Suite 1300  
Tampa, FL 33602

The incorporator assigns to the corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors, effective as of the date when corporate existence begins, any rights she has as incorporator to acquire any of the capital stock of the corporation.

## **ARTICLE VII. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date when these Articles of Incorporation are filed with the Florida Department of State. The corporation's existence shall be perpetual.

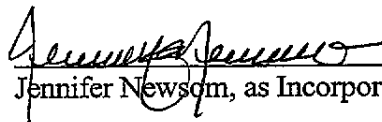
## **ARTICLE VIII. BYLAWS**

The power to adopt, amend, and repeal bylaws is vested in both the board of directors of the corporation and the shareholders, except that the board of directors shall not amend or repeal a bylaw adopted by the shareholders if the shareholders' adopting resolution specifically provides that the bylaw cannot be amended or repealed by the board of directors.

## **ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend or repeal any provision of these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. Before the issuance of any shares of the corporation, the board of directors of the corporation may amend these Articles of Incorporation by unanimous vote or written consent. Thereafter, every amendment must be approved by the board of directors by unanimous written consent or the affirmative vote of a majority of all the directors, proposed by the board of directors to the shareholders, and approved by the vote or written consent of the holders of a majority of the shares entitled to vote on the matter.

EXECUTED: March 24, 1999.

  
Jennifer Newsom, as Incorporator

**VISUALIZE LOGO CONCEPTS, INC.**

**ACCEPTANCE OF REGISTERED AGENT**

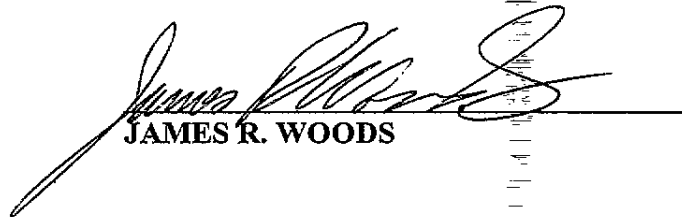
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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Visualize Logo Concepts, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 9218 Lazy Lane, Tampa, Florida 33614, has named James R. Woods as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Visualize Logo Concepts, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

**DATE:** February 7, 1999.

  
**JAMES R. WOODS**