

P99000028516



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 182562 5236A

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 78.75

ORDER DATE : March 25, 1999

ORDER TIME : 10:31 AM

900002818349--0

ORDER NO. : 182562-005

CUSTOMER NO: 5236A

CUSTOMER: Robert W. Federspiel, Esq.  
SPINNER DITTMAN FEDERSPIEL  
SPINNER DITTMAN FEDERSPIEL

501 East Atlantic Avenue  
Delray Beach, FL 33483

DOMESTIC FILING

NAME: ~~VET, 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:

2545

*W99-7263*  
*DMC*  
*3/25/99*  
*3/29/99*

99 MAR 25 PM 1:40  
RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 25 PM 11:21  
RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 25 PM 1:40

March 25, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: VET, INC.  
Ref. Number: W99000007263

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for VET, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 599A00015156

RECEIVED

99 MAR 29 AM 8:55

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
VISIBILITY E.T., INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 25 PM 1:40

The undersigned subscriber to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is VISIBILITY E.T., INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of licensing intellectual property and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100,000 shares of one cent (\$0.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 28 Sabal Island Drive, Ocean Ridge, Florida 33435, and the name of the initial registered agent of this corporation is ROBERT M. MAYER.

ARTICLE VII - Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) signing these Articles is:

Robert M. Mayer  
28 Sabal Island Drive  
Ocean Ridge, FL 33435

Curtis K. Johnson  
1430 Dellwood Drive  
Louisville, KY 40216

Gary Shaffer  
4207 S.E. 6th Place  
Cape Coral, FL 33904

Edward Buxton  
1102 Harbor Drive  
Delray Beach, FL 33483

#### ARTICLE VIII - Incorporator

The name(s) and address(es) of the person(s) signing these Articles is:

Robert M. Mayer  
28 Sabal Island Drive  
Ocean Ridge, FL 33435

Curtis K. Johnson  
1430 Dellwood Drive  
Louisville, KY 40216

Gary Shaffer  
4207 S.E. 6th Place  
Cape Coral, FL 33904

Edward Buxton  
1102 Harbor Drive  
Delray Beach, FL 33483

#### ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE X - PREEMPTIVE RIGHTS

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations

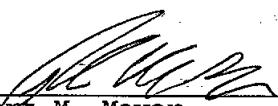
shares or property through merger or the extinguishment of debts. Preemptive rights shall (not) apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

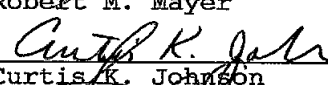
2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

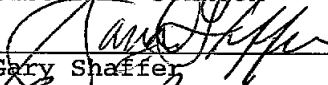
3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

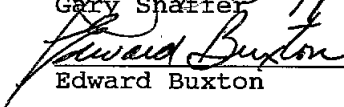
4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 24<sup>th</sup> day of March, 1999.

  
Robert M. Mayer

  
Curtis K. Johnson

  
Gary Shaffer

  
Edward Buxton

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT M. MAYER, ☒ personally known to me or \_\_\_ who produced \_\_\_ as identification, CURTIS K. JOHNSON, \_\_\_ personally known to me or ☒ who produced Kentucky driver's license #J94-154-819 as identification, GARY SHAFFER, \_\_\_ personally known to me or ☒ who produced Fla. driver's license #S160-280-45-270 as identification, and EDWARD BUXTON, ☒ personally known to me or \_\_\_ who produced \_\_\_ as identification and all of whom executed the foregoing

Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 24<sup>th</sup> day of March, 1999.



(SEAL)

Kelly S. Parsons  
MY COMMISSION # CC687701 EXPIRES  
February 1, 2002  
BONDING THRU TROY FAIN INSURANCE, INC.

Kelly S. Parsons  
Notary Public  
State of Florida  
My commission expires:  
Commission No.:


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that VISIBILITY E.T., INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the Town of Ocean Ridge, County of Palm Beach, State of Florida, has named ROBERT M. MAYER, located at 28 Sabal Island Drive, City of Ocean Ridge, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at 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.

  
\_\_\_\_\_  
Robert M. Mayer

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 25 PM 1:40