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LAW OFFICE OF
OBERDORFER & BARRY, P.A.

1719 BLANDING BOULEVARD

JACKSONVILLE, FLORIDA 32210

E. CHARLES OBERDORFER
JOHN G. BARRY, III.

TELEPHONE
(904) 384-6784
TELECOPIER
(904) 387-0637

May 20, 1999

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

500002883635--6
-05/24/99-01057-012
****122.50 *****78.75

Re: Incorporation for Val-U-Vision of Callahan, Inc.

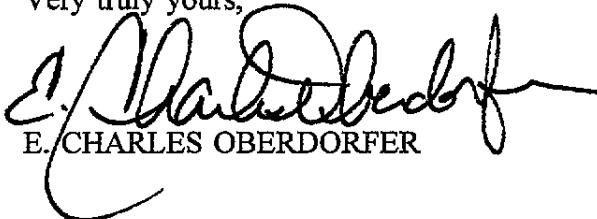
Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above referenced corporation together with a designation of registered agent form. I also enclose our check in the amount of \$122.50 to cover the following charges:

1. Filing fee of \$35.00
2. Certified copy of articles, \$52.50
3. Certificate designating registered agent, \$35.00

Please return one copy of the articles indicating the filing date and file number.
Thank you for your attention to this matter.

Very truly yours,


E. CHARLES OBERDORFER

ECO/tc
encs.

FILED
1999 MAY 24 AM 8 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VAL-U-VISION OF CALLAHAN, INC.

FILED
1999 MAY 24 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article One - Name

The name of this corporation shall be VAL-U-VISION OF CALLAHAN, INC.

Article Two - Duration

This corporation shall exist perpetually.

Article Three - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article Four - Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

Article Five - Initial Registered Agent

The principal address of the corporation is 9397-3 San Jose Boulevard, Jacksonville, Florida 32257 and the name of the initial registered agent of this corporation is E. Charles Oberdorfer, Esquire, 1719 Blanding Boulevard, Jacksonville, Florida 32210.

Article Six - Initial Board of Directors

This corporation shall have not less than one and no more than two directors. The number of directors or officers may increase from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial officers of the corporation are:

Alan I. Rauchwarger
9397-3 San Jose Boulevard
Jacksonville, FL 32257

President/Director

Article Seven - Incorporator

The name and address of the person signing these articles E. Charles Oberdorfer, Esquire,
1719 Blanding Boulevard, Jacksonville, Florida 32210.

Article Eight - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 20th day of May, 1999.

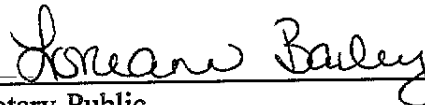

E. CHARLES OBERDORFER

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, appeared **E. CHARLES OBERDORFER** who is
personally known to me, who executed the foregoing articles and acknowledged before me that
he executed those Articles of Incorporation freely and voluntarily.

SWORN TO and subscribed before me this 21st day of May, 1999.



Notary Public
My commission expires:



LOREANN BAILEY
Notary Public, State of Florida
My Comm. Exp. Jan. 25, 2001
Comm. No. CC 611881

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

VAL-U-VISION OF CALLAHAN, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, and State of Florida, has named E. Charles Oberdorfer, Esquire, 1719 Blanding Boulevard, Jacksonville, Florida 32210 as its agent to accept service of process within this state.

ACCEPTANCE:

Having been named to accept service of process for the above-named corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said statutes relative to keeping open said offices.


E. CHARLES OBERDORFER,
Registered Agent

FILED
1999 MAY 24 AM 8 18
CLERK OF COURT
TALLAHASSEE, FLORIDA