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Law Office of Terence Matthews

Chartered

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June 14, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

600002906216--7  
-06/16/99--01036--001  
\*\*\*\*122.50 \*\*\*\*78.75

Re: Visual Impact Productions Corp.

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$122.50 to cover the following:

Filing Fee	35.00
Certified Copy	52.00
Registered Agent Certification	<u>35.00</u>
TOTAL	122.50

Thank you for your attention to this matter.

Sincerely,

Cheryl Todt  
Legal Assistant to  
Terence Matthews

99 JUN 16 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

Encl.

B. BROCK JUN 17 1999

**FILED**  
99 JUN 16 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
VISUAL IMPACT PRODUCTIONS CORP.

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ARTICLE I--NAME

The name and principal office business address of this corporation are: VISUAL IMPACT PRODUCTIONS CORP.  
7602 301 Boulevard, Sarasota, Florida 34243

ARTICLE II--DURATION

This corporation shall exist perpetually.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV--POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V--CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

ARTICLE VI--PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind, class or series as that which he already holds at the price at which it is offered to all other stockholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of

\_\_\_\_\_

this corporation is: 7602 301 Boulevard, Sarasota, Florida  
34243 and the name of the initial registered  
agent of this corporation at that address is: GREG BAKER.

\_\_\_\_\_

ARTICLE VIII--MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX--INCORPORATOR

The name and address of the person signing these articles is: KARL L. KOCH, 2924 57th Street, Sarasota, FL 34243

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ARTICLE X--BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI--INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII--AMENDMENT

This corporation reserves the right, to amend or repeal any provision contained in these Articles of Incorporation, and 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 8th day of June, 1999.

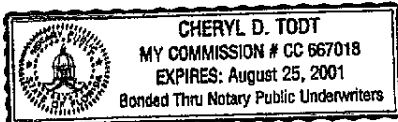
Karl Lee Koch L.S.  
KARL LEE KOCH

STATE OF FLORIDA  
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared KARL LEE KOCH, known to me and known by me to be the person signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set by hand and affixed my official seal, in the state and county aforesaid, this 8th day of June, 1999.

Cheryl D. Todt  
Notary Public State of Florida  
FLD, L, K200-512-55-292-0  
Means of Identification



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

Pursuant to Section 48.091, Florida Statutes, the  
following is submitted:

That VISUAL IMPACT PRODUCTIONS CORP.  
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 Sarasota, County of Sarasota, State of  
Florida, has named GREG BAKER, County of  
Manatee, State of Florida, as its agent to accept  
service of process within the State of Florida.

Karl Lee Koch  
KARL LEE KOCH, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the  
above named corporation, at the place designated in this  
Certificate, I hereby accept such appointment and agree to  
act in this capacity, and agree to comply with the provision  
of law relating to keeping said office open.

Greg Baker  
Resident Agent GREG BAKER

FILED  
99 JUN 16 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA