

PD99000061272

To whom it may concern:

Please send me a certified copy to:

Wendell Quillen
6435 Ember Ave.
Cocoa, Florida 32927

EFFECTIVE DATE
7-7-99

Thank You
Wendell Quillen

(407) 639-1335

FILED
99 JUL -2 AM 10: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Visual Echo, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-7-99

ARTICLE I - NAME

The name of this corporation is Visual Echo, Inc.
6435 Ember Avenue - Cocoa, Florida 32927

ARTICLE II - DURATION

This corporation shall exist perpetually. The date of commencement of the corporation shall be July 7, 1999.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLES V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6435 Ember Ave., Cocoa, Florida 32927.

The name of the initial registered agent of this corporation at that address is Wendell A. Quillen.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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 and address of the initial director of this corporation is:

Wendell A. Quillen

6435 Ember Ave.
Cocoa, FL. 32927

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these articles is:
Wendell A. Quillen, 6435 Ember Ave., Cocoa, FL. 32927.

ARTICLE IX – BYLAWS

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

ARTICLE X – COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.


ARTICLE XI – INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained 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 7th day of July, 1999.


Wendell A. Quillen
Subscriber

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Wendell A. Quillen to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23 day of June, 1999.



Susan R. Bohannon
NOTARY PUBLIC

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

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST, that Visual Echo, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Cocoa, County of Brevard, State of Florida, has name Wendell A. Quillen, located at 6435 Ember Ave., Cocoa, Florida 32927, as its agent to accept service of process within Florida.

Wendell A. Quillen
Wendell A. Quillen
Incorporator

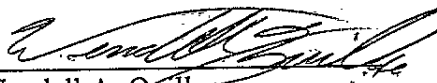
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ACCEPTANCE

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Wendell A. Quillen
Resident Agent