

LAW OFFICES OF FREDERICK C. KRAMER

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June 27, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100006134621--8
-07/01/02--01091--006
*****43.75 *****43.75

Re: Articles of Correction of In-Sight Studios,
Inc.

To Whom It May Concern:

Enclosed are the following papers:

1. Executed articles of incorporation.
2. Articles of correction.
3. Check in the amount of \$43.75 made payable to the Department of State, which represents the \$35 for filing and \$8.75 for providing a certified copy of the filed articles of incorporation to our office.
4. Return envelope.

On June 24, 2002, articles of incorporation were filed on behalf of In-Sight Studios, Inc. The name of the corporation, **IN-SIGHT STODIOS, INC.**, is misspelled. The corporation's name must be corrected to read, **IN-SIGHT STUDIOS, INC.**

I trust that everything is in order. Should there be any questions or concerns, please contact me.

Ms. Krawber gave
AUTHORIZATION BY PHONE TO
CORRECT date "in hand"
DATE from Act III to IV
DOC. EXAM 9/8/02

Very truly yours,

~~Frederick C. Kramer~~

FCK/sm
Enclosures
File No.: BA02-003

~~Res~~
~~96489~~
~~PS 9/5/02~~



RECEIVED AUG 02 2002

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 30, 2002

FREDERICK C KRAMER, ESQ.
950 N COLLIER BLVD, SUITE 201
MARCO ISLAND, FL 34145

SUBJECT: IN-SIGHT STODIOS, INC.
Ref. Number: P02000069489

We have received your document for IN-SIGHT STODIOS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes. Enclosed is copy of chapter 607.

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return 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) 245-6957.

Pamela Smith
Corporate Specialist

Letter Number: 102A00045955

COPY

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
IN-SIGHT STODIOS, INC.

FILED
02 AUG 30 AM 10:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of IN-SIGHT STODIOS, INC., a Florida corporation, are amended to correct the name and address of the corporation and to entirely restate the articles as follows:

I. NAME

The name of the corporation is: IN-SIGHT STUDIOS, INC.

II. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The principal office of the corporation is:

20 Marco Lake Drive, Unit 5
Marco Island, Florida 34145

IV. MAILING ADDRESS

The mailing address of the corporation is:

20 Marco Lake Drive, Unit 5
Marco Island, Florida 34145

V. SHARES

The number of shares that the corporation is authorized to issue is one thousand (1,000) shares. The shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

VI. RIGHT OF FIRST REFUSAL ON TRANSFER OF SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and the two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of the shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend; "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

VII. MANAGEMENT OF CORPORATION

The corporation shall not have a board of directors. Rather, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of the corporation.

VIII. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent of the corporation in the manner set out and provided for in the Act.

IX. REGISTERED OFFICE AND AGENT

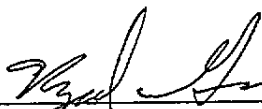
The street address of the initial registered office of the corporation is: 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145, and the name of its initial registered agent at such address is: Frederick C. Kramer.

X. INCORPORATOR

The name and address of the incorporator is:

VIPUL GROVER
339 Landmark Street
Marco Island, Florida 34145

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on this 23 day of August, 2002.

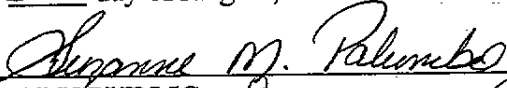


VIPUL GROVER, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER.

Before me personally appeared VIPUL GROVER, who is personally known to me or who has produced FLORIDA DRIVERS LICENSE as identification, who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 23rd day of August, 2002.



NOTARY PUBLIC
Print Name: SUZANNE M. PALUMBO
State of Florida at Large

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.



FREDERICK C. KRAMER

CERTIFICATION REGARDING
RESTATED ARTICLES OF INCORPORATION

I hereby certify that the amended and restated articles of incorporation was adopted by
the shareholders on June 25, 2002.

Dated this 23 day of August, 2002.

IN-SIGHT STUDIOS, INC.

By: _____

VIPUL GROVER, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 23rd day of August, 2002,
by VIPUL GROVER, President of IN-SIGHT STUDIOS, INC., a Florida corporation, on behalf
of the corporation. He is personally known to me or who has produced FL DRIVERS
LICENSE as identification.

Suzanne M. Palumbo
NOTARY PUBLIC

PRINT NAME: SUZANNE M. PALUMBO

My Commission Expires:

