

PO4000110891

Division of Corporations

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Florida Department of State  
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Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)  
Account Number : I19980000010  
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Magnivision Acquisition Corporation

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
MAGNIVISION ACQUISITION CORPORATION

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2008 JUL 27 A 11 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is Magnivision Acquisition Corporation (the "Corporation").

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is Magnivision Acquisition Corporation, 801 Brickell Avenue, Suite 2580, Miami, Florida 33131.

ARTICLE III  
CAPITAL STOCK

The number of shares that the Corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is American Information Services, Inc.

ARTICLE V  
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

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**ARTICLE VI  
AFFILIATED TRANSACTIONS  
AND CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on July 27, 2004.

  
James L. Blasi, Incorporator

Address: 350 East Las Olas Boulevard  
Suite 1600  
Fort Lauderdale, FL 33301

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Sections 627.13 and 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **MAGNIVISION ACQUISITION CORPORATION**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 27th day of July, 2004.

**AMERICAN INFORMATION SERVICES, INC.**

By  \_\_\_\_\_  
Donn Beloff, Assistant Secretary

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA