

6/18/96

FLORIDA DIVISION OF CORPORATIONS

11:45 AM

((H96000008481))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

9600051746
PUBLIC NUMBER
FROM: MIT PRODUCTS AND SERVICES, INC.
6500 NW 36TH ST
SUITE 101
VIRGINIA GARDENS, FL 32166-
CONTACT: RAPHAEL MORIEL
PHONE: (305) 871-0008
FAX: (305) 871-0550

((H96000008481))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: IMAGIK INTERNATIONAL CORPORATION
FAX AUDIT NUMBER: H96000008481
DATE REQUESTED: 06/18/1996
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TIME REQUESTED: 08:45:01
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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JUN 18 AM 9:31

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ARTICLES OF INCORPORATION

OF

IMAGIK INTERNATIONAL CORPORATION

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

IMAGIK INTERNATIONAL CORPORATION

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TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8011 N.W. 166TH ST.
MIAMI LAKES, FLORIDA 33016

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 1000 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV-PREEMPTIVE RIGHTS

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

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ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

GEORGE SCHAMY
8011 N.W. 166TH ST.
MIAMI LAKES, FLORIDA 33016

ARTICLE VIINITIAL BOARD OF DIRECTOR(S)

This corporation shall have (2) (two) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) on this corporation is (are):

GEORGE SCHAMY
8011 N.W. 166TH ST.
MIAMI LAKES, FLORIDA 33016

PABLO R. VADILLO
8011 N.W. 166TH ST.
MIAMI LAKES, FLORIDA 33016

ARTICLE VIIOFFICER(S) AND SUBSCRIBER(S)

The officer(s) and subscriber(s) of this corporation is as follow:

GEORGE SCHAMY	PRESIDENT/DIRECTOR	500 SHARES
PABLO R. VADILLO	VICE-PRESIDENT/TREASURER DIRECTOR	500 SHARES
MONICA GRACIELA FIAT	SECRETARY	

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ARTICLE VIII

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

GEORGE SCHAMY
8011 N.W. 166TH ST.
MIAMI LAKES, FLORIDA 33016

The undersigned has (have) executed these Articles of Incorporation this
13TH Day of June, 1996


GEORGE SCHAMY / INCORPORATOR
Signature / Title

1196000008481

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT, REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: IMAGIK INTERNATIONAL CORPORATION

The name and address of the registered agent and office is:

GEORGE SCHAMY
(NAME)

8011 N.W. 166TH ST.
(ADDRESS)

MIAMI, FLORIDA 33016
(CITY/STATE/ZIP)

SIGNATURE [Signature]

TITLE _____

DATE June 13, 1996

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

DATE June 13, 1996

SEP - 26 (WED) TEL 800 74-7801
P96000051746

9/25/96
3:16 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H96000013474 7))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580
(305)350-2446

FAX #:

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TALLAHASSEE, FLORIDA

NAME: IMAGIK INTERNATIONAL CORPORATION
AUDIT NUMBER.....H96000013474
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CERT. COPIES.....1

PAGES..... 2
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*Chapman
Linda*

Fax Audit No. H98-13474

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IMAGIK INTERNATIONAL CORPORATION**

The undersigned, **GEORGE SCHAMY**, being the President of Imagik International Corporation, a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Corporation was incorporated on June 18, 1996, the date on which the Articles of Incorporation were filed with the Secretary of State of the State of Florida under Document Number P96000051746.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

FIRST: The name of the Corporation is Imagik International Corporation.

SECOND: The address of the principal office and the mailing office of the Corporation is 8011 N.W. 166th Street, Miami, Florida 33016.

THIRD: The purpose for which the Corporation is organized is to carry on and transact and to engage in any and all lawful act, activity or business for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

FOURTH: The street address of the registered office of the Corporation is:

8011 N.W. 166th Street
Miami, Florida 33016

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TALLAHASSEE, FLORIDA

This instrument prepared by:
Michael G. Taylor, Esquire
Florida Bar No. 783194
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2800 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2338
Telephone: 305-374-7893

Fax Audit No. H98-13474

Fax Audit No. H08-13474

and the name and address of the registered agent of the Corporation is:

Name	Address
George Schamy	8011 N.W. 166th Street Miami, Florida 33016

FIFTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100,000 common shares, par value \$1.00 per share.

SIXTH: As authorized by Section 607.0732 of the Florida Business Corporation Act, the management, control and operation of the Corporation, including the selection and appointment of officers and directors of the Corporation, shall be governed by the terms of that certain Stock Purchase and Shareholder Agreement, dated as of September 25, 1996, executed on behalf of the Corporation and by all shareholders of the Corporation, effective as of the date of such agreement.

SEVENTH: The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

EIGHTH: The Corporation shall indemnify any officer or Director, or any former officer or Director of the Corporation to the fullest extent permitted by law.

Any repeal or modification of this Article EIGHTH shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

Such amendment and restatement of the Articles of Incorporation has been duly and unanimously authorized and directed by Written Consent in Corporate Action by Shareholders and Board of Directors of the Corporation dated as of September 25, 1996. Such amendment and restatement of the Articles of Incorporation supersedes the original Articles of Incorporation of the Corporation and all amendments to them.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by the undersigned in his capacity as aforesaid as of the 25th day of September, 1996 on behalf of the Corporation.



George Schamy, President