

197-197-197-197
600002234806-8
-07/10/97-01039-008
****122.50 ****122.50

Charter Number Only

Blass & Frankel

Requestor's Name
1 SE 3 AVE. #1400

Address
MIAMI FL 33131

City State ZIP Phone

377-9353A

IDENTIFICATION ONLY

600002234806-8
-07/10/97-01039-008
****122.50 ****122.50

CORPORATION(S) NAME

Owl Video Systems, Inc.

Umpire Toll Free: 1-800-432-3028

97 JUL 10 AM 1:29
SECRETARY OF STATE
ALLIANCE FLORIDA

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

| | |
|----------------|--|
| Name | |
| Availability | |
| Document | |
| Examiner | |
| Updater | |
| Verifier | |
| Acknowledgment | |
| W.P. Verifier | |

CERTIFIED COPY

RECEIVED
97 JUL 10 AM 10:11
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
OWL VIDEO SYSTEMS, INC.

FILED
97 JUL 10 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is **OWL VIDEO SYSTEMS, INC.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is **TEN THOUSAND (10,000)** shares, One Dollar (US\$1.00) par value. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to

purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses is as follows:

Melvin F. Frankel
1400 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

ARTICLE XI

The initial registered agent of the corporation is Coprolite Corporation. The street address of the corporation's initial registered office is

One Southeast Third Avenue
15th Floor
Miami, Florida 33131

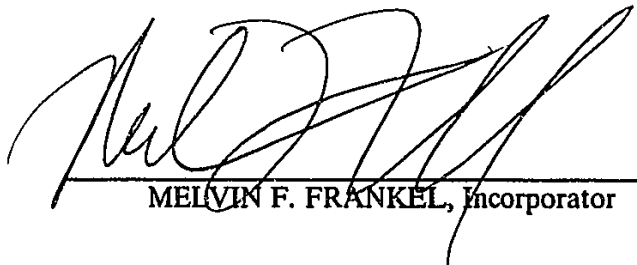
ARTICLE XII

The name and address of the incorporator of the corporation is

Melvin F. Frankel
1400 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned being the incorporator of said corporation executes these article of incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true.

Dated: June 19, 1997

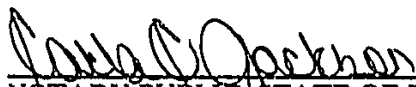


MELVIN F. FRANKEL, Incorporator

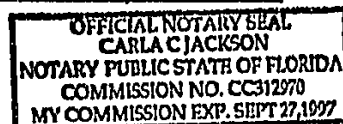
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, to me well and personally known, personally appeared MELVIN F. FRANKEL, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 19th day of June, 1997 in the County and State aforesaid.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
Print Name: CARLA C. JACKSON
Commission Number: CC 322970
My commission Expires: 9-27-97

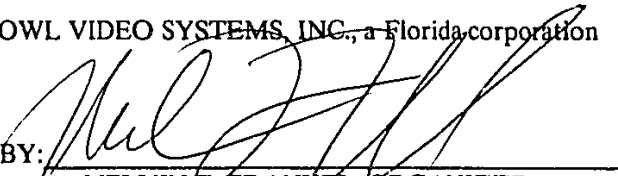


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF §607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

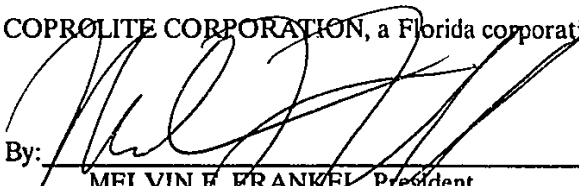
FIRST THAT OWL VIDEO SYSTEMS, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT ONE SOUTHEAST THIRD AVENUE, 15TH FLOOR, MIAMI, FLORIDA 33131, HAS NAMED COPROLITE CORPORATION, LOCATED AT 1400-A SUNTRUST INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

OWL VIDEO SYSTEMS, INC., a Florida corporation

BY: 
MELVIN F. FRANKEL, ORGANIZER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

COPROLITE CORPORATION, a Florida corporation


By: 
MELVIN F. FRANKEL, President

Dated: June 19, 1997

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 19th day of June, 1997.

97 JUL 10 PM 1:29
FBI
SECTION OF THE STATE
TALLAHASSEE FLORIDA


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
Print Name: CARLA C. JACKSON
Commission Number: CC 312970
My commission Expires: 9-27-97

OFFICIAL NOTARY SEAL
CARLA C JACKSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC312970
MY COMMISSION EXP. SEPT 27, 1997