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Pelican Bay Financial Center  
Suite 300  
8889 Pelican Bay Boulevard  
Naples, Florida 34108  
Telephone: (941) 597-7088  
Facsimile: (941) 597-6984

Thomas B. Garlick  
tgarl@annislaw.com

November 13, 2000

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-11/14/00--01084--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

VIA FEDERAL EXPRESS

EFFECTIVE DATE  
11/13/00

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Mindpressions, Inc.  
Our File No: 12263.0001

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

Thomas B. Garlick  
Signed by Mr. Garlick's secretary  
in his absence to avoid delay.

TBG/jpw  
Enclosures

cc: Mr. David Fayer  
15079v1 - 12263.001

FILED  
00 NOV 14 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Feb  
11/16

ARTICLES OF INCORPORATION

OF

MINDPRESSIONS, INC.

EFFECTIVE DATE  
11/13/00

FILED  
00 NOV 14 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is Mindpressions, Inc., and the street address of the Corporation is 6845 West End Boulevard, New Orleans, Louisiana 70124.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one (1) person.

The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Armand Alciatore  
6845 West End Boulevard  
New Orleans, Louisiana 70124

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Thomas B. Garlick, Esq.  
8889 Pelican Bay Boulevard  
Suite 300  
Naples, Florida 34108

ARTICLE VII

Commencement of Existence


The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

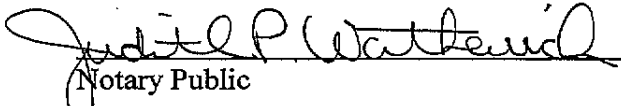
The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 13 day of November, 2000.

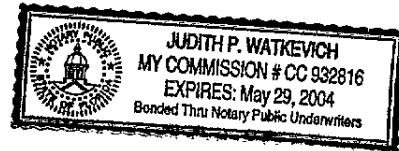
  
Thomas B. Garlick - Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 13 day of November, 2000, by Thomas B. Garlick, who is personally known to me.

  
Notary Public

Judith P. Watkevich  
Printed Name

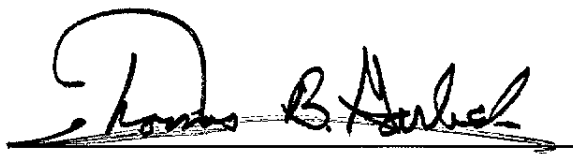


ACCEPTANCE OF REGISTERED AGENT

FOR

MINDPRESSIONS, INC.

I, Thomas B. Garlick, having signed the within as registered agent of MINDPRESSIONS, INC., (the "Corporation") at the registered address of 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Thomas B. Garlick  
REGISTERED AGENT

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FILED  
00 NOV 14 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA