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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

DPH Image Inc

20000096592

- Filing State Type of Document
- Main/Confirmation Copy
 - Certified Copy
 - Certificate of Status
 - Certificate of Good Standing
 - Articles Only
 - All Charter Documents to Include Articles & Amendments
 - Fictitious Name Certificate
 - Other
- Retrieval Request
- Photocopy
 - Certified Copy

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 TALLAHASSEE, FLORIDA

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NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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T. SMITH OCT. 13 2000

**ARTICLES OF INCORPORATION OF
DPH IMAGE INC.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: DPH IMAGE INC.

ARTICLE II

The mailing address and principal place of business of this corporation shall be: 1739 Avenida Del Sol, Boca Raton, Florida 33432.

ARTICLE III

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The name and address of the corporation's initial registered agent is:

Jorge Gurian
75 Valencia Avenue, 4th Floor
Coral Gables, Florida 33134

ARTICLE V

The corporation's initial Board of Directors shall consist of three Directors whose names and addresses are:

Jose M. Ramirez
1739 Avenida Del Sol
Boca Raton, FL 33432

Rishy J. Rajoo
1739 Avenida Del Sol
Boca Raton, FL 33432

Astrid Kowlessar
1739 Avenida Del Sol
Boca Raton, FL 33432

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ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Jorge Gurian
75 Valencia Avenue, 4th Floor
Coral Gables, FL 33134

ARTICLE VII

The name and address of the initial officer of the corporation is as follows:

Jose M. Ramirez	Rishy J. Rajoo	Astrid Kowlessar
Vice President	President	Secretary
1739 Avenida Del Sol	1739 Avenida Del Sol	1739 Avenida Del Sol
Boca Raton, FL 33432	Boca Raton, FL 33432	Boca Raton, FL 33432

ARTICLE VIII

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 2nd day of October, 2000.



JORGE GURIAN
INCORPORATOR

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED
OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: DPH IMAGE INC.
2. The name and the Florida street address of the initial registered agent are:

Jorge Gurian
75 Valencia Avenue
4th Floor
Coral Gables, FL 33134

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Having been named as registered agent and to accept service of process for DPH Image Inc. 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.



JORGE GURIAN