

PO00000105004

LAW OFFICES

BRUCE F. SILVER, P.A.

TOWN EXECUTIVE CENTER, SUITE 201
6100 GLADES ROAD
BOCA RATON, FLORIDA 33434

BRUCE F. SILVER
NICOLE S. PICCININNI*
WENDY V. SCHRECK

TELEPHONE: (561) 488-3344
TELECOPIER: (561) 488-5899

OF COUNSEL
MARK G. ASTOR

*Admitted Fla., NY & NJ

November 7, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

000003457550--6
-11/08/00--01075--003
*****70.00 *****70.00

Re: Filing of Articles of Incorporation for **CANAL VISIONS, INC.**

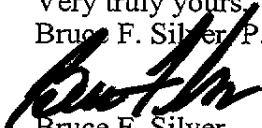
Dear Sir or Madam:

Enclosed herewith for filing please find an original and one copy of the executed Articles of Incorporation and Acceptance of Registered Agent of **CANAL VISIONS, INC.** Also enclosed is our check payable to the Florida Department of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed, to the attention of the undersigned in the enclosed preaddressed envelope.

Should you require any further information in order to proceed, please contact me. Your assistance in this matter is appreciated.

Very truly yours,
Bruce F. Silver, P.A.


Bruce F. Silver
For the Firm

FILED
00 NOV -8 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


11/9

ARTICLES OF INCORPORATION
OF

CANAL VISIONS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is **CANAL VISIONS, INC.**

ARTICLE II

The purpose for which the corporation is organized is to conduct any and all business permitted under the law.

ARTICLE III

The street address and mailing address of the principal office of the Corporation is:

**23102 L'Ermitage Circle
Boca Raton, FL 33433**

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100 shares, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is:

**Bruce F. Silver, P.A.
6100 Glades Road
Suite 201
Boca Raton, FL 33434**

The initial registered agent for the Corporation at that address is **Bruce F. Silver, Esq.**

FILED
00 NOV -8 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the initial officer and director is:

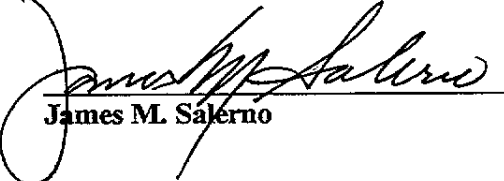
James M. Salerno, President, Treasurer
23102 L'Ermitage Circle
Boca Raton, FL 33433

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

James M. Salerno
23102 L'Ermitage Circle
Boca Raton, FL 33433

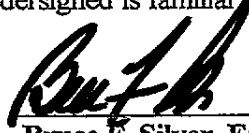
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 3rd day of November, 2000.


James M. Salerno

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **CANAL VISIONS, INC.**
at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the
obligations of that position under F.S. 607.0501(3).

Date: 11-07-00



Bruce F. Silver, Esq.

FILED
00 NOV - 8 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA