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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 1, 2002

ORDER TIME : 10:45 AM

ORDER NO. : 422861-005

CUSTOMER NO: 7275894

CUSTOMER: Kathleen G. Kozinski, Esq
Kaye Scholer LLP

Phillips Point, West Tower
777 S. Flagler Dr., Suite 900
West Palm Beach, FL 33401

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02 MAR -1 AM 11:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: IMAGE ENGINEERING GROUP, INC.

EFFECTIVE DATE:

700005032217--4

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

JS
3/1/02

ARTICLES OF INCORPORATION
OF
IMAGE ENGINEERING GROUP, INC.

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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Image Engineering Group, Inc.

ARTICLE II
Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is Waterview Towers, 400 North Flagler Drive, Suite 2205, West Palm Beach, Florida 33401.

ARTICLE III
Shares

The corporation shall have authority to issue common shares with a par value of \$1.00 per share. The number of shares shall be 50.

ARTICLE IV
Initial Registered Agent and Office

The street address of its initial registered office is 777 South Flagler Drive, Suite 900 West, West Palm Beach, Florida 33401, and the name of its initial registered agent at that address is Kathleen G. Kozinski.

ARTICLE V
Incorporator

The name and address of the incorporator is Sherman Adler, Waterview Towers, 400 North Flagler Drive, Suite 2205, West Palm Beach, Florida 33401.

ARTICLE VI
Initial Director

The corporation initially shall have one (1) director, whose name and address is Sherman Adler, Waterview Towers, 400 North Flagler Drive, Suite 2205, West Palm Beach, Florida 33401.


ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this day of 29 January, 2002.


Sherman Adler, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this February 5, 2002.

REGISTERED AGENT:

By: 

Kathleen G. Kozinski

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