

**SCHNEIDER
& HEFFNER**

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May 9, 2002

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VIA MAIL

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/13/02--01062--007
*****70.00 *****70.00

Re: Monster Imaging Products, Inc.

To Whom It May Concern,

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation for the above referenced corporation together with our check in the amount of \$70.00 representing the required filing and registered agent fees. We are also enclosing a SASE for you to use in returning to us the Department's letter indicating the document number and filing date along with the copy of the Articles marked "Filed" noting the date and time.

Please give me a call should you have any questions regarding the enclosures or these instructions. Thank you for your assistance in this matter.

Very Truly Yours,
SCHNEIDER & HEFFNER

By: 
Harvey Schneider, Esq.

cc: Mr. Arnold Alpert via fax to 975-8707

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 13 AM 10:52

5-16-02
WC

ARTICLES OF INCORPORATION
OF
MONSTER IMAGING PRODUCTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 13 AM 10:52

ARTICLE I

The name of this corporation is Monster Imaging Products, Inc.

ARTICLE II

The principal office and mailing address of the corporation is 2999 North Powerline Road, Pompano Beach, Florida 33069.

ARTICLE III

There will be one class of common stock consisting of two series. Series 'A' will consist of 960 shares of full voting stock and Series 'B' will consist of 40 shares of non-voting stock. The total authorized common stock of both series shall consist of 1000 shares with each share having a par value of \$1.00. Each share of stock will represent an equal capital interest in the corporation. Additionally, each series shall be identical in all respects, except that the non-voting stock shall carry no right to participate in the management of the corporation and no right to vote on any matter presented to the shareholders for their vote or approval. Series 'B' stock may only be owned by employees of the corporation and shall be redeemable by the corporation upon termination or cessation of employment of the holder. Redemption of Series 'B' stock shall be at the book value of the corporation as determined by the corporation's accountant, whose decision is final and binding. At the option of the Board of Directors any redemption may be paid out over a period not to exceed three years with equal annual payments of principal and interest at five percent per annum. Series 'B' stock is non-transferable by the holder even to another employee of the corporation. The Board of Directors shall have the authority to determine variations in rights, preferences and limitations of future series or classes of stock. The consideration for shares shall be as established from time to time by the Board of Directors. Upon a dissolution, the shareholders shall be entitled to the net assets of the corporation as provided by law.

ARTICLE IV

The name of the initial registered agent of the corporation is Harvey Schneider, Esq. and the street address of the initial registered office of the corporation is 1900 NW Corporate Boulevard, Suite 301 West, Boca Raton, Florida 33431.

ARTICLE V

The names and address of the Incorporator is Harvey Schneider, 1900 NW Corporate Blvd., Suite 301 West, Boca Raton, Florida 33431.

ARTICLE VI

The power to adopt the initial by-laws shall be vested in the initial Board of Directors.

ARTICLE VII

The purpose or purposes for which this corporation is organized shall be to transact any lawful business. The corporation shall be entitled to exercise all of the powers provided by law.

ARTICLE VIII

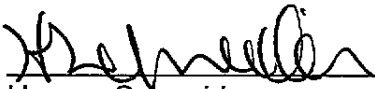
The corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE IX

Pre-emptive rights of shareholders may either be provided for in the by-laws or by resolution of the Board of Directors, except that Series 'B' stock shall not have pre-emptive rights unless specifically provided for by resolution of the Board of Directors in any instance.

Dated this 9th day of May, 2002.

INCORPORATOR:



Harvey Schneider

ACCEPTANCE BY REGISTERED AGENT:

The undersigned states that he is familiar with and does hereby accept and agree to abide by all of the obligations of acting and performing as Registered Agent for the corporation as required by law.

Dated this 9th day of May, 2002

REGISTERED AGENT:


Harvey Schneider

PREPARED BY:

HARVEY SCHNEIDER, ESQ.

Florida Bar No: 240508

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