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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

N-VISION MEDIA CORPORATION

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**ARTICLES OF INCORPORATION
OF
N-VISION MEDIA CORPORATION**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is N-VISION MEDIA CORPORATION (the "Corporation")

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is 100 Andalusia Avenue, Suite 304, Coral Gables, Florida 33134.

**ARTICLE III
REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is B & C Corporate Services, Inc. and the address of the Corporation's registered office is One Biscayne Tower, 21st Floor, 2 South Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator of the Corporation is: Anthony T. Jarrin, 100 Andalusia Avenue, Suite 304, Coral Gables, Florida 33134.

**ARTICLE V
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

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**ARTICLE VI
TERM**

The Corporation shall have perpetual existence.

**ARTICLE VII
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of common stock par value \$0.01 per share.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

**ARTICLE IX
DIRECTORS**

The Corporation shall have three directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors are:

Anthony T. Jarrin
100 Andalusia Avenue, Suite 304,
Coral Gables, Florida 33134

Matthew Van Dyne
100 Andalusia Avenue, Suite 304,
Coral Gables, Florida 33134

Francisco L. Garcia
100 Andalusia Avenue, Suite 304,
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 2006



Anthony T. Jarrin, Incorporator

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To: FL DEPT OF STATE
Subject: 0850,56822

From: Tracy Spear

Tuesday, August 29, 2006 8:06 AM Page: 4 of 4

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
N-VISION MEDIA CORPORATION**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.,
a Florida corporation

By: *Gisela Fasco*
Gisela Fasco, Vice President

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