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TO: DIVISION OF CORPORATIONS FROM: HILL, WARD & HENDERSON, P.A.
DEPARTMENT OF STATE 101 E KENNEDY BLVD
STATE OF FLORIDA SUITE 3700
409 EAST GAINES STREET TAMPA FL 33602-5154
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: BARBARA A MURPHY
PHONE: (813) 221-3900
FAX: (813) 221-2900

((H95000002084))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VICON MEDIA VENTURES, INC.
FAX AUDIT NUMBER: H95000002084 CURRENT STATUS: REQUESTED
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FILED
SERIAL - 3
MAR 3 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VICON MEDIA VENTURES, INC.

FILED
SERIAL-3
APR 10
1995
HILL, WARD, HENDERSON

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: VICON MEDIA VENTURES, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 18267 N. E. 4th Court, Miami, Florida 33179.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purpose

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by: Barbara A. Murphy
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700 - Barnett Plaza, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is DANIEL J. GIBBY. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Name
Barbara A. Murphy

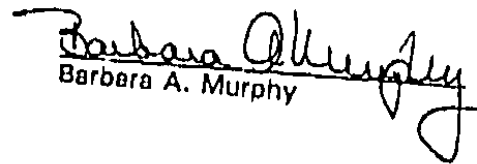
Address
101 East Kennedy Boulevard
Suite 3700 - Barnett Plaza
Tampa, Florida 33602

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter proscribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

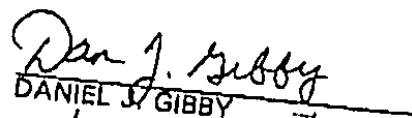
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Barbara A. Murphy

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.

Signature


DANIEL J. GIBBY

Date:

2/22/95

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TALLAHASSEE, FLORIDA

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TO: DIVISION OF CORPORATIONS

FROM: HILL, WARD & HENDERSON, P.A.

DEPARTMENT OF STATE

101 E KENNEDY BLVD

STATE OF FLORIDA

SUITE 3700

409 EAST GAINES STREET

TAMPA FL 33602-5154311-

TALLAHASSEE, FL 32399

CONTACT: BARBARA A MURPHY

FAX: (904) 922-4000

PHONE: (813) 221-3900

FAX: (813) 221-2900

((H95000003029))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: VICON MEDIA VENTURES, INC.

FAX AUDIT NUMBER: H95000003029

CURRENT STATUS: REQUESTED

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3 pages

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**AMENDMENT TO
ARTICLES OF INCORPORATION OF
VICON MEDIA VENTURES, INC.**

WHEREAS, the Articles of Incorporation of VICON MEDIA VENTURES, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 3rd day of March, 1995;

WHEREAS, a word in the corporate name was omitted and the zip code in the corporation's address was incorrect, and it is the intention of the incorporator of the Corporation that the Articles of Incorporation be amended to correct the errors; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was adopted by the incorporator of the Corporation pursuant to the provisions of Section 607.1005, Florida Statutes, by a Written Statement Adopting an Amendment to the Articles of Incorporation dated as of the 16th day of March 1995; and

WHEREAS, shares have not been issued, therefore shareholder approval is not required; and

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following:

"ARTICLE I

Name

The name of this corporation shall be:

VICON INTERNATIONAL MEDIA VENTURES, INC.

ARTICLE II

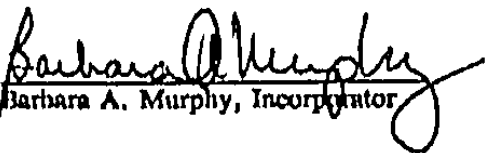
Address

The address of the principal office and the mailing address of this corporation shall be:
18267 N.E. 4th Court, Miami, Florida 33162."

Prepared by: Barbara A. Murphy
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900

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H95000003029

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby
executed on behalf of the Corporation by its Incorporator this 14th day of March, 1995.


Barbara A. Murphy, Incorporator

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

1a. The name of the corporation is Medi Ventures Inc

1c. Date of incorporation: 3/16/95 Document number: 495011013129

Daniel J. Sibley
 101 East Kennedy Blvd, North FL
 Tampa, FL 33611

Stephen M. Goldman
900 N. Federal Hwy, Ste 460
Foca Raton, FL 33432

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

9/11/90

(Date)

(Printed or typed name and title)

Having been named as registered agent and I accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature of Registered Agent

9/11/66

(Case:

(Typed or printed Name)

(Capacity)