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DAVID S. WIEDER, P.A.
SUITE 3400, ONE BISCAYNE TOWER
2 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

MEMBER FL & N.Y. BARS

TELEPHONE (305) 376-4173
FACSIMILE (305) 376-4177

May 23, 1995

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: IMAGE SETTERS, INC.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent. Enclosed, as well, is a check totalling \$122.50 for the following:

Certified Copy	\$ 52.50
Registered Agent Designation	35.00
Filing Fees	<u>35.00</u>
TOTAL:	\$122.50

Upon your receipt and filing of the documents, please send me, at the address stated on our letterhead above, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Yours truly,

DAVID S. WIEDER

DSW:jmw

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
IMAGE SETTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation is IMAGE SETTERS, INC.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of TEN DOLLARS (\$10.00) per share.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
REGISTERED OFFICE

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

2 South Biscayne Boulevard
Suite 3400
Miami, Florida 33131

The name of the registered agent at such address is:

David S. Wieder, Esquire

ARTICLE VII
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

17890 Northeast 31st Court
#3209
Aventura, Florida 33160

ARTICLE VIII
DIRECTORS

The initial board of directors of the Corporation shall consist of one (1) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the two members of the first board of directors are:

NAME

Shanna Muhtar

ADDRESS:

17890 N.E. 31st Court
#3209
Aventura, Florida 33160

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS:

Shanna Muhtar

17890 Northeast 31st Court
#3209
Aventura, Florida 33160

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26 day of May, 1995.

Shanna Muhtar
SHANNA MUHTAR

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

ON THIS 24 day of May, 1995, before me, a Notary Public duly authorized in the state and county last aforesaid, personally appeared SHANNA MUHTAR, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained and who produced his/her/their Florida Driver's License Number M 111 77 7-240-0 [respectively], as proof of his/her/their identity, or who is personally known to me.

WITNESS MY HAND and official seal in the aforesaid State and County this 24 day of May 1995.

[Signature]
Notary Public, State of Florida
at Large

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JUNE 19, 1998
ISSUED THRU GENERAL REG. NO.
Commission Number

Jane M. Muhtar
Printed Name of Notary Public

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CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

IMAGE SETTERS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF
MIAMI, STATE OF FLORIDA, HAS NAMED DAVID S. WIEDER, ESQUIRE,
LOCATED AT 2 SOUTH BISCAYNE BOULEVARD, SUITE 3400, MIAMI, FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

SIGNATURE _____

SHANNA MUHTAR

TITLE: _____ INCORPORATOR

DATE: _____

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE _____

DAVID S. WIEDER
REGISTERED AGENT

DATE: _____