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VIDEOCOM SYSTEMS, INC.

FILED

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RECEIVED
JAN 24 1996

January 2, 1996

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*****70.00 *****70.00

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

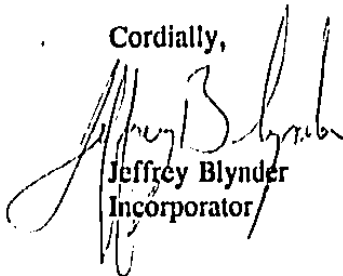
Re: Articles of Incorporation of Videocom Systems, Inc.

Ladies and Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of Videocom Systems, Inc., along with a check in the amount of \$70.00 to cover the filing fees.

Please file these Articles of Incorporation for the establishment of Videocom Systems, Inc.

Cordially,


Jeffrey Blynder
Incorporator

enclosures

2879 West Colonial Drive, Suite 161, Orlando, Florida 34761

1-29-96
JLB

ARTICLES OF INCORPORATION
OF
VIDEOCOM SYSTEMS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Videocom Systems, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all lawful business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of common capital stock, no par value.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individuals who shall serve as the members of the initial Board Of Directors is: Michael Scott Blynder, 8879 W. Colonial Drive, Suite 161, Orlando, Florida 34761; and Jeffrey Blynder, 8879 W. Colonial Drive, Suite 161, Orlando, Florida 34761

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 8879 W. Colonial Drive, Suite 161, Orlando, Florida 34761.

ARTICLE VIII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 11242 S.W. 128 Place, Miami, Florida 33186.

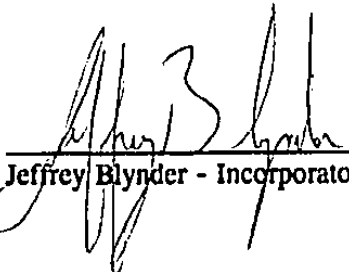
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Eugene P. Samuels, Esq.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Jeffrey Blynder, 8879 W. Colonial Drive, Suite 161, Orlando, Florida 34761.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Jeffrey Blynder - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Videocom Systems, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Videocom Systems, Inc.



Eugene P. Samuels, Esq. - Registered Agent

State Of Florida
County Of Dade

On this 20th day of December, 1995, Eugene P. Samuels, Esq., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Videocom Systems, Inc.



Notary Public

KAREN KASBARIAN

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



- Articles Of Incorporation Of Videocom Systems, Inc. -