

Charter Number Only

P960000/18384

2/27/96

FILED
95 FEB 28 PM 1:31
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Requester's Name Rossano-Torrent
Address 2223 Coral Way
Miami FL 33145
City State ZIP Phone

858'0011

VALIDATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

CONDOEYE, INC.



Empire Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

RECEIVED
95 FEB 29 PM 12:54
DIVISION OF CORPORATION

F. CHESSEY FEB 28 1996

ARTICLES OF INCORPORATION

OF

CONDOEYE, INC.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Condoeye, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation may engage in any lawful business activities permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The principal place of business of this corporation is 1001 Ives Dairy Road, Suite 204, Miami, FL 33179 and the name of the initial registered agent and his address is: Robert Brizol, 1001 Ives Dairy Road, Suite 204, Miami, FL 33179.

ARTICLE VII - INITIAL BOARD

OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director or more than five. The name and address of the initial Board of Directors of the corporation is:

NAME

ADDRESS

Iris Avrach

1001 Ives Dairy Road
Suite 204
Miami, FL 33179

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is:

NAME

ADDRESS

Iris Avrach

1001 Ives Dairy Road
Suite 204
Miami, FL 33179

ARTICLE IX - INDEMNIFICATION

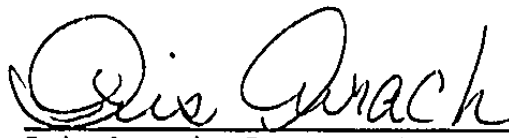
The corporation shall indemnify any Officer or Director or any

former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have executed these Articles of Incorporation on the 22 day of February, 1996.



Iris Avrach, Incorporator

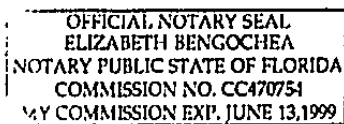
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Iris Avrach, known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and she acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22 day of February, 1996.


NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OR AGENT
UPON WHOM PROCESS MAY BE SERVED

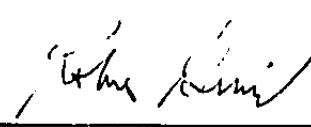
In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

First, that Condooye, Inc. desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 1001 Ives Dairy Road, Suite 204, Miami, FL 33179, has
named Robert Brizel, located at 1001 Ives Dairy Road, Suite 204,
Miami, FL 33179, as its agent to accept service of process within
Florida.

DATED: 2/22/96


Iris Avrach, Incorporator

Having been named to accept service of process for the above
named 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
performance of my duties.


Robert Brizel
Registered Agent

FILED
FEB 28 PM 1:31
CLERK OF DISTRICT COURT
JULIA H. ASSE, FLORIDA