

P96000032334

BARRY S. YARCHIN  
ATTORNEY AT LAW  
8880 NORTHWEST 87TH WAY  
FORT LAUDERDALE, FLORIDA 33309

TELEPHONE: (954) 969-0453  
MIAMI (305) 948-8308  
FAX: (954) 969-8889

April 4, 1996

Department of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL 32314

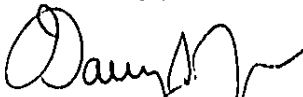
**Re: Hypnovision, Inc.**

Gentlemen:

Enclosed are an original and two (2) copies of the articles of incorporation and a check in the amount of \$122.50 to cover the cost of the filing fee and certified copy.

Thank you very much.

Sincerely yours,

  
Barry S. Yarchin

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Enc.

*PMC*  
*4/12/96*

EFFECTIVE DATE  
3-31-96

FILED  
96 APR -5 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HYPNOVISION, INC.**

**FILED**  
96 APR -5 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the Corporation is.

HYPNOVISION, INC.

EFFECTIVE DATE  
3-31-96

**ARTICLE II**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of \$1.00 par value common stock.

**ARTICLE III**

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date these Articles are executed.

#### ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

| <u>Registered Agent</u> | <u>Address of Registered Office</u>       |
|-------------------------|---|
| Marshall A. Kaplan      | 13280 S.W. 103 Terrace<br>Miami, FL 33186 |

#### ARTICLE V

The name and post office address of the incorporator to these Articles of Incorporation are:

| <u>Name</u>        | <u>Address</u>                            |
|--------------------|---|
| Marshall A. Kaplan | 13280 S.W. 103 Terrace<br>Miami, FL 33186 |

#### ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

#### ARTICLE VII

The Corporation shall have one (1) director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three (3) directors.

**ARTICLE VIII**


The principal office and the mailing address of the Corporation shall be as follows:

13280 S.W. 103 Terrace  
Miami, FL 33186

**ARTICLE IX**

The Corporate shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the incorporator has hereunto executed these Articles of Incorporation this 31 day of March, 1996, at Miami, Florida.

  
Marshall A. Kaplan

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, THE UNDERSIGNED ACKNOWLEDGES THAT HE IS FAMILIAR WITH THE OBLIGATIONS OF A REGISTERED AGENT, AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

  
Marshall A. Kaplan

Date: March 31, 1996

P9 **HYPNOVISION** 2334  
TURN ON YOUR MIND

September 4, 1996

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

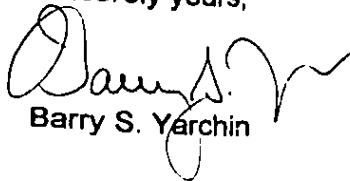
**Re: Hypnovision, Inc.  
Article of Incorporation  
Document No. P960000C2334**

Dear Sir or Madam:

Please note for your records that the mailing address for this corporation has been changed to:

Hypnovision, Inc.  
c/o Appelrouth, Farah & Co.  
999 Ponce De Leon Blvd.  
Suite 625  
Coral Gables, FL 33134

Sincerely yours,

  
Barry S. Yarchin

BSY:ram

ymtr  
9.10.96