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WALTER R. CAMPEN
8257 N.W. 9TH STREET
PLANTATION, FLORIDA 33324

AUGUST 26, 1996

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

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-08/28/96--01001--007
****122.50 ****122.50

Attn: New Corporations

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation, Consent of Registered Agent, a copy of the Articles of Incorporation for certification and our check in the amount of \$122.50 to cover the cost of the filing fees and the certified copy of the filed Articles for the following new corporation:

INTERNATIONAL NETCAM CORPORATION, a Florida corporation.

I have enclosed a Federal Express envelope for ease of return. If you have any questions, please feel free to call me at: 954/452-7700.

Sincerely,

Walter Campen GAVE
AUTHORIZATION BY PHONE TO
CORRECT *RA. address*
/cc DATE *8/29/96*
DOC. EXAM *dlz*

Walter R. Campen
Walter R. Campen

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 27 PM 1:30

FILED

AL AUG 29 1996

FILED

96 AUG 27 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL NETCAM CORPORATION**
a Florida corporation

ARTICLE I - NAME

The name of the Corporation is INTERNATIONAL NETCAM CORPORATION (hereinafter "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of common stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is Post Office Box 5246, Fort Lauderdale, Florida 33310.

ARTICLE IV - NATURE OF BUSINESS

The general purpose for which the Corporation is organized is to engage in any and all business for which corporations may be incorporated.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors ("Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names of the initial directors of the Corporation are as follows:

GEOFFREY W. CAMPEN
WALTER R. CAMPEN

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 8257 N.W. 9th Street, Plantation, Florida 33324. The name of the initial registered agent of the Corporation at that address is Walter R. Campen.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation is Geoffrey W. Campen, 8257 N.W. 9th Street, Plantation, Florida 33324.

ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act ("FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE X - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 26th day of August, 1996.

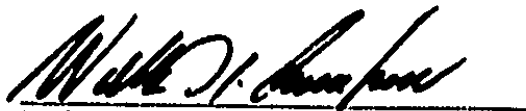

Incorporator

**CONSENT OF REGISTERED AGENT
OF
INTERNATIONAL NETCAM CORPORATION**
a Florida corporation

96 AUG 27 PM 1:30

RECEIVED
TALLAHASSEE, FLORIDA

The undersigned, Walter R. Campen, whose business address is 8257 N.W. 9TH STREET
PLANTATION FL 33324, hereby accepts appointment as the initial registered
agent of INTERNATIONAL NETCAM CORPORATION, a Florida corporation, and
accepts the obligations provided for in Section 607.0505, Florida Statutes.



Registered Agent