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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: INNOVATIVE IMAGING, INC.
AUDIT NUMBER.....H96000014508
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

of INNOVATIVE IMAGING, INC.a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.Article 1: Name of the Corporation: INNOVATIVE IMAGING, INC.Address of the Corporation: 3525 N.W. 12th TERRACEMIAMI, FLORIDA 33125

Article 2: DURATION: Term of existence of the corporation is perpetual.

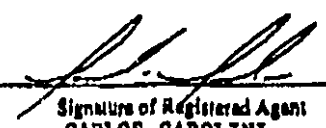
Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

3525 N.W. 12th TERRACE, MIAMI, FLORIDA 33125and the name of the initial registered agent at such address is CARLOS CAROLINI

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation


Signature of Registered Agent
CARLOS CAROLINI10/15/96

Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. CARLOS CAROLINI3525 N.W. 12th TERRACEMIAMI, FLORIDA 33125

Article 7: The Name and address of the Incorporator is:

CARLOS CAROLINI3525 N.W. 12th TERRACEMIAMI, FLORIDA 33125

In witness whereof I have subscribed my name


Signature of Incorporator
CARLOS CAROLINIPREPARED BY:
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2871

H96-14508