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ALBERTO JORGE MARTINELLI

11226 SW 74 ST
Miami Florida 33173

Telephone (305) 596-9948

FILED
DEC - 2 PM 1:29
TALLAHASSEE, FLORIDA

NOVEMBER 25 , 1996.

STATE OF FLORIDA
CORPORATION DIVISION.
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314.

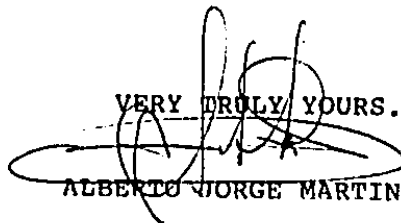
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****122.50 ****122.50

RE: ARTICLES OF INCORPORATION OF
BLUEVISION INC.

TO WHOM IT MAY CONCERN:

PLEASE ENCLOSED THE REFERENCED AND A CHECK
FOR \$ 122.50, TO INCORPORATE. PLEASE RETURN THE CERTIFICATE OF
INCORPORATION TO THE ADDRESS LISTED ABOVE. SHOULD YOU HAVE ANY
QUESTIONS PLEASE CONTACT ME AT YOUR CONVENIENCE.

VERY TRULY YOURS.



ALBERTO JORGE MARTINELLI.

12/5/96
JD

ARTICLES OF INCORPORATION
OF
BLUEVISION INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION
NATURAL PERSON COMPETENT TO CONTRACT, DOES HEREBY ASSOCIATE TO
FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF
FLORIDA, CORPORATION EXISTENCE SHALL COMMENCE UPON THE FILLING
OF THE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE.

ARTICLE I

THE NAME OF THIS CORPORATION IS " BLUEVISION INC."

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANS
LATED BY THIS CORPORATION IS:

- (A) TO DO ANY AND ALL OF THE ACTS AND TO EXERCISE
ANY AND ALL OF THE POWERS NOW OR HEREAFTER
AUTORYZED UNDER THE LAWS OF THE UNITED STATES.
AND THE STATE OF FLORIDA TO BE DONE OR EXERCISED
BY CORPORATIONS ORGANIZED FOR PROFIT.
- (B) TO DO ANY AND ALL OF THE THINGS HEREIN SET FORTH
AND EVERYTHING NECESSARY, SUITABLE OR PROPER FOR
THE ACCOMPLISHMENT OF ANY OF THE PURPOSES, OF THE
ATTAINMENT OF ANY OF THE OBJECTS, OR THE FURTHERANCE
OF ANY OF THE POWERS, OF WHICH SHALL APPEAR TO BE
CONDUCTIVE OR EXPECDIENT FOR THE PROTECTION OR BENEFIT
OF THIS CORPORATION TO THE SAME EXTENT AS NATURAL
PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD
AS PRINCIPAL, AGENT, CONTRACTOR, OR OTHERWISE, ANDEITHER
ALONE OR IN ASSOCIATION WITH OTHER CORPORATIONS, FIRMS,
OR INDIVIDUALS.

ARTICLE III

The maximum number of shares of stock authorized to be issued by this corporation is 1,000 shares of capital stock of the par value of ZERO (-0-) DOLLARS per share, all of which shall have the same rights and privileges. Each Share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder's meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such considerations as may be determined by the Board of Directors. They may be paid for in lawful money of the United States of America, or in such property, labor or services. In the absence of fraud, the judgement of the Directors as to the value of property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons whomsoever.

The corporation shall have pre-emptive rights to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the corporation authorized by this Certificate of Incorporation or by an Amended Certificate duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem

proper without first offering such stock or securities or any part thereof to existing stockholders.

ARTICLE IV

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V

The street address of the corporation's principal office will be 11226 Sw 74th street, Miami, Florida, 33173. The name of the registered agent at such address will be Alberto Jorge martinelli and the address of the registered office will be 11226 Sw 74th Street, Miami, florida, 33173.

ARTICLE VI

The corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the By-laws adopted by the stockholders. Vacancies on the Board of Directors may be filled in any special meeting of the stockholders or at any meeting of the Directors. Directors need not be stockholders of the corporation. They shall hold office after their election for a period of one (1) year or until their successors are duly elected and, qualified, subject to their removal by the stockholders at any time with or without cause.

The Board of Directors shall have complete charge of the business of the corporation and shall have the power to elect committees of the Board and to delegate to them, as well as to the officers of the corporation, such powers in the conduct of the corporation business as may be deemed advisable. The Board of Directors shall elect the corporation, who shall consist of a President, Vice-President, Secretary and treasurer and such officers as the Board of Directors may deem advisable and shall determine the compensation of such officer, including those who may also be directors. None of these officers are required to be stockholders of the corporation. All such officers shall have such rank, tenure of office, powers and duties as may be prescribed by the By-laws or Directors by appropriate resolution.

The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by new issues.

ARTICLE VII

The name and street address of teh member of the first Board of Directors is:

- (1) ALBERTO JORGE MARTINELLI
11226 SW 74th Street
Miami, Florida 33173

ARTICLE VIII

The name and address of the subscriber of these articles of Incorporation is:

- (1) ALBERTO JORGE MARTINELLI
11226 SW 74th Street
Miami, Florida 33173

ARTICLE IX

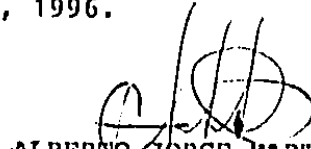
No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corpoartion is or are interested in, or is or are a Director or Directors or Officer or Officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this corporation is a party to, or are parties to, or interested in such contract or transaction; provided that each such case, the nature of and the extent of such Director or Directors and such contract or other transaction or the fact that such Director or Directors is or are a Director or Directors or Officer or Officers of such other corporation is disclosed at the meeting of the Board of Dircetors at which such contract or other transaction is authorized.

ARTICLE X

The corporation shall indemnify every Director or Officer, his heirs, executors and administrators against: Expenses reasonably incurred by him in connection with any action, suit or proceeding which he may be made a party by reason of his being or having been a Director or Officer of the corporation, or at the request of any other corporation which is a stockholder or creditor from which he is not entitled to be indemnified, except in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing rights of indemnification shall not be exclusive of other rights to which he may be entitled.

IN WITNESS WHEREOF, WE HAVE HERETO SET OUR HANDS AND SEALS

THIS NOV 26 1996 DAY _____, 1996.


 ALBERTO JORGE MARTINELLI
 OFFICIAL NOTARY SEAL
 RENE CLAVAREZA
 COMMISSION NUMBER
 CC401235
 MY COMMISSION EXP.
 OCT. 12, 1998
 STATE OF FLORIDA
 FILED
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SATATE OF FLORIDA

SS

COUTY OF DADE

I HEREBY CERTIFY THAT BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY PERSONALLY APPEARE ALBERTO JORGE MARTINELLI, TO ME KNOW TO BE THE PERSONS DESCRIBED IN AND WHO SUBSCRIBED THE FOREGOING ARTICLES OF INCORPORATION, AND WHOM ACKNOWLDGE BEFORE ME THAT THEYEXECUTED THE SAME FREELY AND VOLUNTARY FOR THE USES THEREIN EXPRESSED.

WITNESS MY HAND AND SEAL AT MIAMI, DADE COUTY, FLORIDA, THIS _____ DAY OF NOV 26 1996, 1996


 NOTARY PUBLIC STATE OF
 FLORIDA AT LARGE.

OFFICIAL NOTARY SEAL
 RENE CLAVAREZA
 COMMISSION NUMBER
 CC401235
 MY COMMISSION EXP.
 OCT. 12, 1998
 STATE OF FLORIDA

MY COMMISSION EXPIRES:

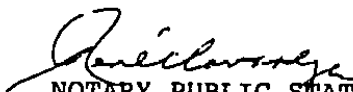
DESIGNATION OF RESIDENT AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE DESIGNATION AS RESIDENT AGENT OF " BLUEVISION INC. " PURSUANT TO ARTICLE V OF THE ARTICLES OF INCORPORATION HERETO FORE FILED WITH THE STATE. THE INITIAL REGISTERED OFFICE WILL BE 11226 SW 74 ST MIAMI, FLORIDA, 33173.


 ALBERTO JORGE MARTINELLI.

SWORN TO AND SUBSCRIBED BEFORE ME THIS _____ DAY OF _____ 1996

NOV 26 1996


 NOTARY PUBLIC, STATE OF
 FLORIDA AT LARGE.

OFFICIAL NOTARY SEAL
 RENE CLAVAREZA
 COMMISSION NUMBER
 CC401235
 MY COMMISSION EXP.
 OCT. 12, 1998
 STATE OF FLORIDA