

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 APR - 1 AM 10:46
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

K.R. APR - 1 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE 4-1-97			
TIME 9:25			
BY DK			ck No. _____

WALK-IN
 Will Pick Up _____

RE: Images of South
Florida, Inc.

	C.C. FEE.	DISBURSE
Capital Express™		
☒ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
☒ () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Statement		
Reg. Agent Service		
Document Filing		
Corporate KII		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

THANK YOU
 from
 Your Capital Connect

ARTICLES OF INCORPORATION
OF
IMAGES OF SOUTH FLORIDA, INC.

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TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Images of South Florida, Inc.

ARTICLE II

The existence of the corporation shall begin on April 1, 1997.

ARTICLE III

The street address of the principal office of the Corporation is 17021 West Dixie Highway, Suite 102, North Miami Beach, Florida 33160.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000 all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 17021 West Dixie Highway, Suite 102, North Miami Beach, Florida 33160. The initial registered agent for the Corporation at that address is Donna Flores.

ARTICLE VI

The names and address of the persons who will serve as the initial director and officer of the corporation are:

<u>Name</u>	<u>Address</u>
Marcy Scay, President/ Director	17021 West Dixie Hwy., Suite 102 North Miami Beach, Florida 33160
Donna Flores, Vice Pres./ Director	17021 West Dixie Hwy., Suite 102 North Miami Beach, Florida 33160

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name
Marcy Scay,

Address
17021 West Dixie Hwy., Suite 102
North Miami Beach, Florida 33160

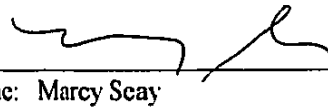
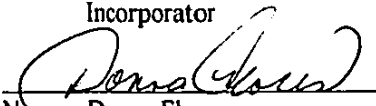
Donna Flores,

17021 West Dixie Hwy., Suite 102
North Miami Beach, Florida 33160

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of March, 1997.


Name: Marcy Scay
Incorporator

Name: Donna Flores
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Images of South Florida, , Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Donna Flores

Date: March 31, 1997

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