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LAW OFFICE

of

ISABELLE A. AGER, P.A.

1900 Corporate Boulevard, N.W.

Suite 301, West Building

Boca Raton, Florida 33431

Isabelle A. Ager

Telephone: (561) 995-9191
Telecopier: (561) 995-9502

April 15, 1997

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

VIA CERTIFIED MAIL

Re: VIRTUAL MAGIC 3D IMAGES, INC.

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Dear Sir/Madam:

Enclosed please find an original and one (1) photocopy of the Articles of Incorporation, together with a completed Registered Agent form, for the above-captioned corporation. Also enclosed is a check made payable to the "Secretary of State" in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars to cover the filing fees, certified fee and Registered Agent designation.

Please return to me at your earliest convenience a photocopy of the Articles of Incorporation indicating that same have been filed together with a Certificate of Incorporation in the enclosed pre-addressed stamped envelope.

If you should have any questions regarding the foregoing, please contact me directly.

Yours very truly,

ISABELLE A. AGER, P.A.


Isabelle A. Ager

IAA/nb
enclosures
cc: Mr. James S. Siler (w/encl.)

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**ARTICLES OF INCORPORATION
OF
VIRTUAL MAGIC 3D IMAGES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME:

The name of the corporation shall be **VIRTUAL MAGIC 3D IMAGES, INC.**

ARTICLE II - ADDRESS:

The principal mailing address and principal address of the corporation shall be **2224 S.W. 36th Terrace, Delray Beach, Florida 33445.**

ARTICLE III - PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are any and all lawful acts that can be performed by a Florida corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Thousand (1000) shares of common stock, having a nominal value of (\$.50) per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than Fifty Cents (\$.50).

ARTICLE V - TERM

This corporation shall have a perpetual existence.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be **James S. Siler**, whose address is 2224 S.W. 36th Terrace, Delray Beach, Florida 33445, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VII - DIRECTORS AND OFFICERS

This corporation shall have not less than one (1) nor more than three (3) directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida,

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shall hold office until their successors have been elected and qualified are: James S. Siler, President, Secretary, Treasurer and Director, whose address is 2224 S.W. 36th Terrace, Delray Beach, Florida 33445.

ARTICLE VIII - SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: James S. Siler whose address is 2224 S.W. 36th Terrace, Delray Beach, Florida 33445.

ARTICLE IX - SPECIAL PROVISION

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or after such meeting, all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this Corporation, if at any time prior to, during or after such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws for that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws for that vote.

ARTICLE X - INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the Corporation shall be indemnified by the Corporation, to the extent permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII - TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

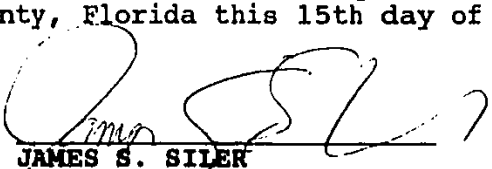
ARTICLE XIII - SHAREHOLDER'S AGREEMENT

The shareholders of this Corporation shall be permitted to enter into a Shareholder's Agreement, and in the event that such Agreement is entered into, it shall have all force and effect as provided in the agreement, and as permitted under Florida law.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner and with the notice required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in Boca Raton, Palm Beach County, Florida this 15th day of April, 1997.


JAMES S. SILER

**STATE OF FLORIDA)
COUNTY OF PALM BEACH)**

BEFORE ME, the undersigned authority, this day personally appeared **JAMES S. SILER**, to me known to be the individual described in and who executed the foregoing Articles of Incorporation of **VIRTUAL MAGIC 3D IMAGES, INC.**, and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Boca Raton, Palm Beach County, Florida on this 15th day of April, 1997.

My Commission Expires:


Isabelle Ager, Notary Public

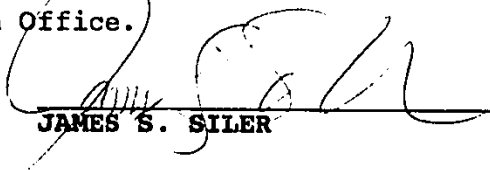
NOTARY PUBLIC-STATE OF FLORIDA
ISABELLE AGER
COMMISSION NUMBER CC 577653
EXPIRES NOVEMBER 8, 2000
AMERICAN SURETY ASSOCIATES
1-888-NOTARY-1

**CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of:

VIRTUAL MAGIC 3D IMAGES, INC.

and agree to serve as its agent to accept service to process within
this State at its Registered Office.



JAMES S. SILER

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