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Gary M. Crist
Attorney

December 18, 1997

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

400002378714--2
-12/22/97-01036--008
***122.50 ***122.50

Re: Neat Visions, Inc.

Dear Sir or Madame:

Enclosed herewith are an original and copy of the Articles of Incorporation of Neat Visions, Inc., and acceptance of appointment of the registered agent thereof.

Also enclosed is the applicable fee of \$122.50 to register the said corporation with the Division.

Please return a certified copy of the Articles indicating their filing to the following address:

Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

Your assistance in this matter is most appreciated.

Sincerely yours,

Gary M. Crist

Gary M. Crist

cc: D. Condor

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NEAT VISIONS, INC.

ARTICLE I

Name

The name of the corporation is NEAT VISIONS, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1000 shares of common stock.

ARTICLE IV

Principal Address

The principal address of the corporation is the following:

Neat Visions, Inc.
7108 Fairway Drive
Suite 100
Palm Beach Gardens, FL 33418

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TALLAHASSEE, FLORIDA

ARTICLE V

Registered Agent

The registered agent for the corporation is Dee Dee Condor whose address is the following:

Dee Dee Condor
7108 Fairway Drive
Suite 100
Palm Beach Gardens, FL 33418

ARTICLE VI

Incorporator

The name and address of the person signing these Articles is:

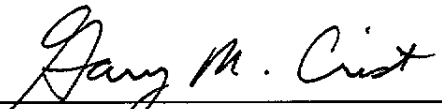
Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

ARTICLE VII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to the action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and assigns of such a person.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of December, 1997.

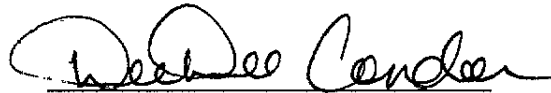


Gary M. Crist, Esq.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for Neat Visions, Inc., a Florida corporation, and agrees to perform any and all duties appurtenant to said appointment.

Dated this 18 day of Dec., 1997.



Dee Dee Condor
7108 Fairway Drive
Suite 100
Palm Beach Gardens, FL 33418

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA