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CONTACT: RICHARD OSTER

PHONE: (608)251-6600

FAX #: (608)251-6907

NAME: OCEAN IMAGES USA INC

AUDIT NUMBER.....H98000001770

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES..... 1

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**ARTICLES OF INCORPORATION  
OF  
OCEAN IMAGES USA INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: OCEAN IMAGES USA INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 23349 Country Club Dr. W., Boca Raton, FL 33428.

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

**ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS**

The name and address of the initial registered agent is: James Duncan Grant-Adamson, 23349 Country Club Dr. W., Boca Raton, FL 33428.

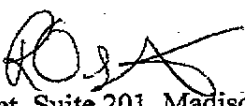
**ARTICLE V INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

**ARTICLE V INITIAL DIRECTORS**

The initial directors of the corporation is:  
James Duncan Grant-Adamson, 23349 Country Club Dr. W., Boca Raton, FL 33428;  
Hilary J. Duncan Grant-Adamson, 23349 Country Club Dr. W., Boca Raton, FL 33428.

The undersigned incorporator has executed these Articles of Incorporation this 27th day of January 1997

The document was prepared by:   
Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

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CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE  
STATE OF FLORIDA.

The name of the corporation is: OCEAN IMAGES USA INC

The name and address of the registered agent and office is: James Duncan Grant-  
Adamson, 23349 Country Club Dr. W., Boca Raton, FL 33428.

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.

Signature:  Date 20 JAN 97  
James Duncan Grant-Adamson

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