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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: IMAGEABILITY, INC.

AUDIT NUMBER.....H98000005989

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

IMAGEABILITY, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is: Imageability, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock at \$1.00 par value.

Article V - Principal Office and Agent

The street address of the corporation's initial principal office and the name of the initial registered agent at such address are as follows:

Franklin Espinosa  
5818 S.W. 8th Street  
Miami, Florida 33144

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1).

Franklin Espinosa  
14865 S.W. 44 Court  
Miramar, Florida 33027

These Articles Were Prepared by:  
BRETT H. SCHREIER C.P.A.  
10231 N.W. 3 STREET  
FEMBROKE PINES, FL 33026

954-450-7916

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**Article VII - Incorporator**

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

Franklin Espinosa  
14865 S.W. 44 Court  
Miramar, Florida 33027

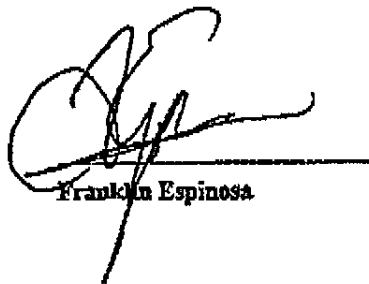
**Article VIII - Indemnification**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**Article IX - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these articles of incorporation on this 26th day of March, 1998.



Franklin Espinosa

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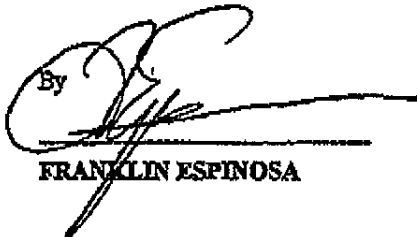
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM SERVICE MAY BE SERVED**

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted:

First-That **IMAGEABILITY, INC.** desiring to organize under the laws of the State of **FLORIDA** with its principal office, as indicated in the articles of incorporation at the city of **MIAMI**, County of **MIAMI-DADE**, State of **FLORIDA**, has named **FRANKLIN ESPINOSA** located at **5818 S.W. 8TH STREET, MIAMI, FL 33144** as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By   
FRANKLIN ESPINOSA

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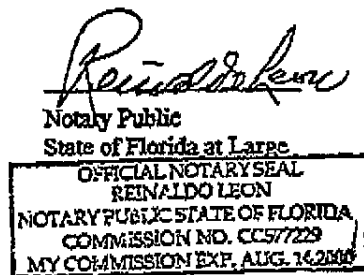
STATE OF: FLORIDA

COUNTY OF: Dade

**BEFORE ME**, a notary public authorized to take acknowledgments in the State and County met forth above, personally appeared Franklin Espinosa known to me and known by me to be the person who has executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the state and county last aforesaid this 26th day of March, 1998.

My Commission Expires:



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TALLAHASSEE, FLORIDA

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