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NU VISION SERVICES, INC.
4661 N.W. 2ND AVENUE
BOCA RATON, FLORIDA 33431

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 3:49

April 1, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Nu Vision Services, Inc.

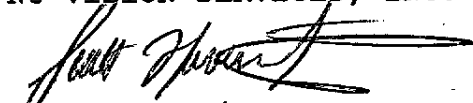
Gentlemen:

Enclosed please find the original and one copy of both the Articles of Incorporation for Nu Vision Services, Inc. and the Certificate and Acknowledgement of Registered Agent.

Also enclosed is a check in the amount of \$122.50 to cover the following: Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation, and the Filing Fee for Registered Agent Certificate for the above named corporation.

Very truly yours,

NU VISION SERVICES, INC.


Scott Morowitz
Director

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ARTICLES OF INCORPORATION

of

NU VISION SERVICES, INC.

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The undersigned, acting as incorporator, hereby forms a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

NU VISION SERVICES, INC.

ARTICLE II

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III

This corporation is organized for the purpose of engaging in:

- (a) Advertising;
- (b) To engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

The principal office and mailing address of the corporation is:

4661 N.W. 2nd Avenue
Boca Raton, Florida 33431
Telephone: (561) 278-2334

The name and address of the Initial Registered Agent of this corporation is:

David Frith
4661 N.W. 2nd Avenue
Boca Raton, Florida 33431

ARTICLE VI

This corporation shall have four (4) Directors initially, constituting the initial board of directors of the corporation, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is:

Gene Piscopo
4661 N.W. 2nd Avenue
Boca Raton, Florida 33431

Noel Miller
4661 N.W. 2nd Avenue
Boca Raton, Florida 33431

David Frith
4661 N.W. 2nd Avenue
Boca Raton, Florida 33431

Scott Morowitz
4661 N.W. 2nd Avenue
Boca Raton, Florida 33431

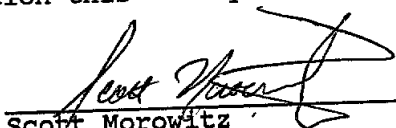
The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1) nor more than seven (7).

ARTICLE VII

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

Scott Morowitz
4661 N.W. 2nd Avenue
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of April, 1998.

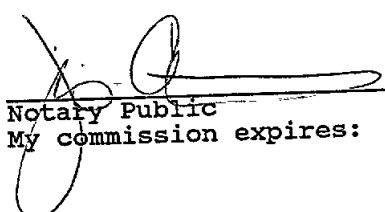


Scott Morowitz

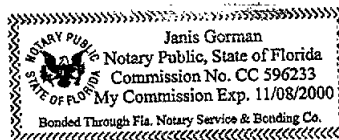
State of Florida
County of

BEFORE ME, A Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Scott Morowitz known to me and know to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this day of April, 1998.



Notary Public
My commission expires:



SWORN & SUBSCRIBED this 27th day of April 1998.

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SECRETARY OF STATE
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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

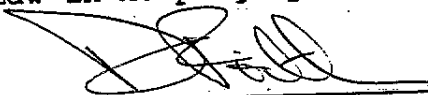
**CERTIFICATE OF REGISTERED AGENT
OF
NU VISION SERVICES, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 4661 N.W. 2nd Avenue, Boca Raton, Florida 33431, has named David Frith, located at 4661 N.W. 2nd Avenue, Boca Raton, Florida, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 Florida Law in keeping open said office.



David Frith
Registered Agent