

P98000064361



ACCOUNT NO. : 072100000032

REFERENCE : 900000 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : July 22, 1998

ORDER TIME : 10:26 AM

ORDER NO. : 900000-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

800002595208--8

DOMESTIC FILING

NAME: COMPUTEREYES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 22 PM 12:29

98 JUL 22 PM 11:27
DIVISION OF CORPORATIONS
800002595208

ARTICLES OF INCORPORATION

OF

ComputerEyes, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 22 PM 12:30

ARTICLE I

The name of the corporation is ComputerEyes, Inc.. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 4051 Royal Palm Avenue, Miami Beach, Florida 33140.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors,

who will serve as the Corporation's directors until successors are duly elected and qualified are:

Marcy L. Lefton
4051 Royal Palm Avenue
Miami Beach, Florida 33140

Ben Grenald
4051 Royal Palm Avenue
Miami Beach, Florida 33140

ARTICLE VII

The name of the Incorporator is Gail Shelby and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd day of July, 1998.



Gail Shelby, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ComputerEyes, Inc. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



Gail Shelby, Agent for Registered Agent

Dated: July 22, 1998

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