

PA8000066661



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 893787 4353424

AUTHORIZATION :

*Patricia Pizub*

COST LIMIT : \$ 70.00

ORDER DATE : July 16, 1998

ORDER TIME : 10:31 AM

ORDER NO. : 893787-005

CUSTOMER NO: 4353424

CUSTOMER: Mr. Stuart I. Rich  
KUDMAN, TRACHTEN & KESSLER

350 Fifth Avenue  
Suite 4400  
New York, NY 10118

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DIVISION OF CORPORATIONS  
98 JUL 22 AM 8:07

DOMESTIC FILING

NAME: ~~MINDS EYE, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

2544  
W98-16678

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 22 AM 8:08

July 22, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MINDS EYE, INC.  
Ref. Number: W98000016678

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for MINDS EYE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 898A00038775

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

INSIDE THE MINDS EYE, INC.

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98 JUL 22 AM 8:08

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is. INSIDE THE MINDS EYE, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 74-20 Ashmont Circle, Fort Lauderdale, Florida 33321.

The mailing address, wherever located, of the corporation is 74-20 Ashmont Circle, Fort Lauderdale, Florida 33321.

THIRD: The number of shares that the corporation is authorized to issue is one thousand, all of which are of a par value of one dollar each and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 74-20 Ashmont Circle, Fort Lauderdale, Florida 33321.

The name of the initial registered agent of the corporation at the said registered office is Charles Marks.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
John S. Hoenigmann	375 Hudson Street, 11th Floor New York, New York 10014

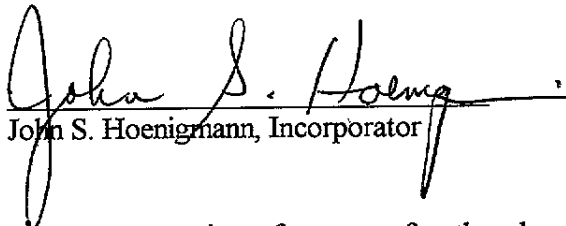
SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business 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, vote of shareholders or disinterested directors, or otherwise, both as to 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, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

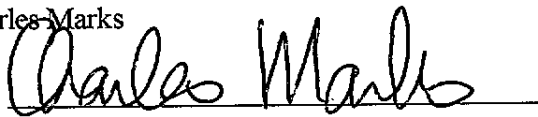
Signed on July 16, 1998.

  
John S. Hoenigmann, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Charles Marks

By:



Charles Marks

Date: July 16, 1998

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