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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FLOWING IMAGES, INC.

AUDIT NUMBER.....H98000017039

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

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of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIAN IMAGES, INC.
(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: FLORIAN IMAGES, INC.
Address: 9506 SO. RED ROAD - MIAMI, FLORIDA 33156

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue FIFTY (50) Shares of TEN Dollar(s) (\$ 10.00) par value Common Stock, which shall be designated "Common Shares".

Prepared By: DOUGLAS W. DESTERLE
9506 SO. RED ROAD
MIAMI, FLORIDA 33156
(305) 665-7155

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

Name: DOUGLAS W. OESTERLE
Address: 9506 SO. RED ROAD
City: MIAMI State: FLORIDA Zip: 33156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) directors initially. 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). The names and addresses of the initial director(s) of the Corporation are as follows:

Name: Joseph B. Saesente
Address: 859 NE 73 ST
City: MIAMI FL. State: FL. Zip: 33138

Name: DARREN S. COHEN
Address: 19380 COLLINS AVE #427 B
City: WILMINGTON State: FL. Zip: 33160

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10 day of SEPT., 1998.

[Signature] (Seal)
[Signature] (Seal)

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CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

Certificate of Registered Agent

of:

FLOWING IMAGES, INC.

Pursuant to Florida Statutes, Section 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
registered office as indicated in the Articles of Incorporation

at: 9506 So. RED ROAD

Miami, Florida 33156

has named: Douglas W. Osterle

located at the aforesaid address, 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 this 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.

Douglas W. Osterle
Registered Agent

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