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**P 99 00000 7758**

**Florida Department of State**  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**iviewit, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
iviewit, Inc.**

**Article I  
Name**

The name of the corporation is iviewit, Inc.

**Article II  
Duration**

The corporation shall have perpetual existence.

**Article III  
Purpose**

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

**Article IV  
Address**

The principal place of business of the corporation shall be: 500 SE Mizner Boulevard, Suite 102, Boca Raton, FL 33432.

**Article V  
Capital Stock**

The corporation is authorized to issue five million (5,000,000) shares of common stock, \$.01 par value per share.

Mara Lerner, Esq.  
FL Bar No. 065463  
Proskauer Rose LLP  
2255 Glades Road, Suite 340W  
Boca Raton, FL 33431  
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Article VI  
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is CT Corporation Systems, and the name of the initial registered agent of the corporation at that address is 1200 S. Pine Island Road, Plantation, Florida 33324.

Article VII  
Initial Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of the corporation are:

Eliot I. Bernstein  
Simon Bernstein  
500 SE Mizner Blvd.  
Suite 102  
Boca Raton, FL 33432

Article VIII  
Incorporator

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

Eliot I. Bernstein  
500 SE Mizner Blvd.  
Suite 102  
Boca Raton, FL 33432

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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**Article X**  
**Indemnification**

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

**Article XI**  
**Affiliated Transactions**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**Article XII**  
**Control Share Acquisitions**

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**Article XIII**  
**Bylaws**

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

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Article XIV  
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26  
day of January, 1999.



\_\_\_\_\_  
Elliot I. Bernstein, Incorporator

Mara Lerner, Esq.  
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE-STATED 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.

*Barbara A. Burke*

Registered Agent

Dated: 1-26 1999

BARBARA A. BURKE  
SPECIAL ASSISTANT SECRETARY

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