

P99000039941
TRANSMITTAL LETTER

April 27, 1999

NU-IMAGE INTERNATIONAL INC.
4101 NE 22nd Ave, Lighthouse Point, Florida 33064

For first class mail delivery:

DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee
Florida 32314-6327
(904) 487 - 6052

For overnight delivery:

DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee
Florida 32399
(904) 487 - 6052

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 28 PM 6:16

JUDGE PROBATE OFFICE
PO Box 557
Brewton
Alabama 36427

DEPARTMENT OF STATE
State Capitol
Austin
Texas 78711
(512) 463 5555

SUBJECT: NU-IMAGE INTERNATIONAL INC.

400002855334--1

-04/28/99--01090--013
*****78.75 *****78.75

Enclosed are two originals of the Articles of Incorporation and check for \$ \$ 83.50 made payable to the State of Florida.

The Registered Agent is Eamonn Macmillan
4101 NE 22nd Ave
Lighthouse Point
Florida 33064

Thank you for your prompt attention to this matter.

encl: Check
2 Original Articles of Incorporation

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WS

ARTICLES OF INCORPORATION

THE STATE OF FLORIDA)
COUNTY OF BROWARD)

KNOW ALL MEN BY THESE PRESENTS :

That the undersigned, natural person(s) of the age of at least eighteen (18) years, acting as Incorporator(s) of a Corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation, to wit:

ARTICLE I

The name of this corporation is NU-IMAGE INTERNATIONAL INC.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

The purposes for which this Corporation is organized include all legal purposes for which a Corporation may be organized in Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is 10,000 shares. The shares shall have a par value of \$ 1.00.

ARTICLE V

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$ 1,000.00.

ARTICLE VI

The street address of the registered office, and principal office of the Corporation is 4101 NE 22nd Ave, Lighthouse Point, Florida 33064, and the name of the registered agent at said address is Eamonn Macmillan.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

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ARTICLE VII

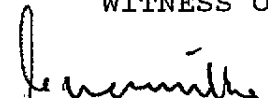
The number of directors constituting the initial Board of Directors of this corporation is two and the name and address of the person(s) who is to serve as director(s) until the first annual meeting of the shareholders, or until their successors are elected and qualified, is as follows :

NAME	ADDRESS
Eamonn Joseph Alistair Macmillan	4101 NE 22nd Ave Lighthouse Point, Florida 33064
Linda Allison Macmillan	4101 NE 22nd Ave Lighthouse Point, Florida 33064

The name and address of the incorporator(s) is as follows :

NAME	ADDRESS
Eamonn Joseph Alistair Macmillan	4101 NE 22nd Ave Lighthouse Point, Florida 33064

WITNESS OUR HANDS this the April 27, 1999


Eamonn Joseph Alistair Macmillan
Incorporator

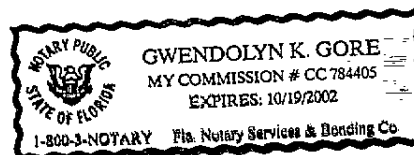
Incorporator /Registered Agent

THE STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, the undersigned authority, on this day personally appeared Eamonn Joseph Alistair Macmillan, known to me to be the person(s) whose name(s) are subscribed to the foregoing instrument and, being by me first duly sworn severally declares that they are the person(s) who signed the foregoing document as incorporator(s) and that the statements contained therein are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this


Notary Public



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