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Rafael Giraldo
6649 N.W. 176 Terrace
Miami, Florida 33015
Tel: 305-266-8773
&
Timothy Frank
720 Rudder Road
Naples, Florida 34102
Tel: 941-435-9727

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Articles of Incorporation for **AUTOMATED IMAGES, CORP.**

Dear Sirs:

Enclosed please find two original Articles of Incorporation for AUTOMATED IMAGES, CORP. If possible, please use the enclosed prepaid and addressed Express Mail envelope send the registered Articles of Incorporation to our office. Enclosed is a check in amount of $78.75 to cover the fees.

Very truly yours,

Rafael Giraldo and Timothy Frank

Enclosures

Date: _05/14_, 1999

FILED
1999 MAY 17 AM 9: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AUTOMATED IMAGES, CORP.

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the Corporation is: *AUTOMATED IMAGES, CORP.*

ARTICLE II
PURPOSE

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

ARTICLE III
PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
SHARES

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, no par value.

ARTICLE V
PLACE OF BUSINESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 7171 Coral Way Suite #503, Miami, Florida 33155. The Board of Directors may at any time and from time to time move the principal office of this corporation.

ARTICLE VI
DIRECTORS AND OFFICERS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than Two: (2) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 2. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Rafael Giraldo   Director
6649 N.W. 176 Terrace
Miami, Florida 33015

Timothy Frank   Director
720 Rudder Road
Naples, Florida 34102

ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII
AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX
SHAREHOLDERS

9. 1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake

to indemnify the officers and directors, of this corporation against any contingency or peril as may be determined to be in best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XI
SUBSCRIBER

The name and address of the persons signing these Articles of Incorporation as subscriber is:

Rafael Giraldo 6649 N.W. 176 Terrace, Miami, Florida 33015

Timothy Frank 720 Rudder Road Naples, Florida 34102

ARTICLE XII
CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XIII
RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Rafael Giraldo
7171 Coral Way Suite #503
Miami, Florida 33155

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation on May 14, 1999.
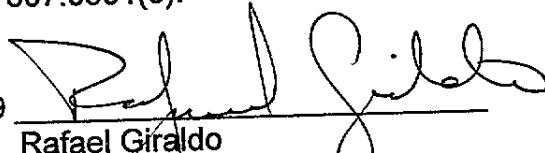
_____
Rafael Giraldo

_____
Timothy Frank

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Automated Images, Corp. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: 05/14, 1999

Rafael Giraldo
7171 Coral Way Suite #503
Miami, Florida 33155
(305)266-8773