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OF COUNSEL
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*ALSO ADMITTED IN COLORADO
**ALSO ADMITTED IN NEW YORK

May 14, 1999

P99000047081

EFFECTIVE DATE
5/13/99

Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

600002880456--9
-05/19/99--01074--018
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find Articles of Incorporation of Emagine Holdings, Inc. Also enclosed is our check in the amount of \$78.75 representing the fee for filing the Articles, as well as the fee for a certified copy of same. I have enclosed a post-paid envelope for your convenience.

Thank you for your assistance.

Very truly yours,

Scott M. Behren
Scott M. Behren

SMB/rp
Enclosures

FILED
99 MAY 19 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 25 1999

ARTICLES OF INCORPORATION

OF

EMAGINE HOLDINGS, INC.

The undersigned does hereby act as incorporator adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Emagine Holdings, Inc.

SECOND: The principal office of the Corporation shall be located at 11771 N.W. 26th Court, Coral Springs, Florida 33065. The mailing address of the Corporation is Post Office Box 9224, Coral Springs, Florida 33075.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 100, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is two which may be increased or decreased by the bylaws.

The name and address of the initial directors serving on the Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Howard Weiner	Post Office Box 9224 Coral Springs, FL 33075
Robert Weiner	Post Office Box 9224 Coral Springs, FL 33075
Phyllis Weiner	Post Office Box 9224 Coral Springs, FL 33075

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 1500, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at such address is Scott M. Behren.

SIXTH: The name and address of the incorporator is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5/13/99

NAME

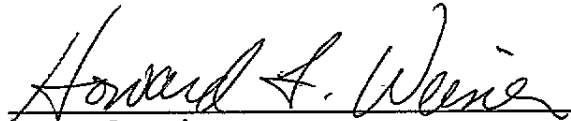
Howard Weiner

ADDRESS

Post Office Box 9224
Coral Springs, FL 33075

SEVENTH: 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, agreement, 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 in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been executed by the incorporator.



Howard Weiner,
Incorporator

Signed on May 13, 1999

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



Scott M. Behren

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 19 AM 9:33

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