

099000080649



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 370674 81517A

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 78.75

ORDER DATE : September 10, 1999

ORDER TIME : 11:24 AM

ORDER NO. : 370674-005

100002983971--8

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq
FERRELL SCHULTZ CARTER &
FERRELL SCHULTZ CARTER &
Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: TRUEVISION.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 10 AM 8:52

RECEIVED
99 SEP 10 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TRUEVISION.COM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 10 AM 8:53

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TRUEVISION.COM, INC.

The principal place of business of this corporation shall be 201 South Biscayne Blvd., Suite 1920, Miami, Florida 33131

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 201 South Biscayne lvd., Suite 1920, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is Ferrell Schultz Carter & Fertel, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

CARLOS GARCIA
201 South Biscayne Boulevard
Suite 1920
Miami, Florida 33131

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ANGEL M. GARCIA-OLIVER
Ferrell Schultz Carter & Fertel, P.A.
201 South Biscayne Boulevard
Suite 1920
Miami, FL 33131

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

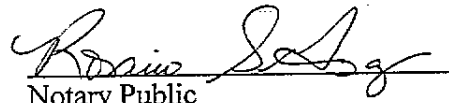
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of September, 1999.


ANGEL M. GARCIA-OLIVER Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

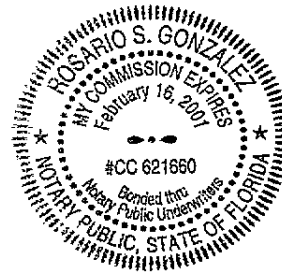
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Angel M. Garcia-Oliver, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and Angel M. Garcia-Oliver acknowledged before me that he executed those Articles of Incorporation. That I relied upon the following form of identification of the above-named person: _____ and that an oath was not taken.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this
9 day of Sept., 1999.



Notary Public
State of Florida at Large

My Commission Expires: Feb. 16, 2001

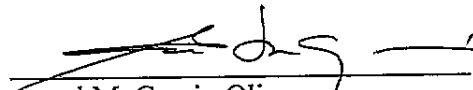


CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

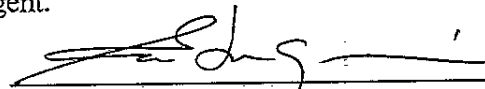
1. The name of the Corporation is: TRUEVISION.COM, INC.
2. The name of the Registered Agent and address of the Registered Office is:

FERRELL SCHULTZ CARTER & FERTEL, P.A.
201 South Biscayne Boulevard, Suite 1920
Miami, Florida 33131


Angel M. Garcia-Oliver
Title: Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 10 AM 8:53

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that 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 obligation of my position as Registered Agent.


Angel M. Garcia-Oliver
Registered Agent

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared _____, to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 9 day of Sept., 1999


Notary Public State of Florida

Rosario S. Gonzalez
Printed Notary Signature

My Commission Expires:
Feb. 16, 2001

