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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

-NU-IMAGE CORP.

NEXT

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B. McKnight SEP 16 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 9, 1999

FAS-T CORP

SUBJECT: NU-IMAGE CORP.
REF: W99000020774

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Freida Chesser
Corporate Specialist

FAX Aud. #: H99000022501
Letter Number: 199A00044528

**CERTIFICATE OF INCORPORATION
OF**

NEXT IMAGE CORP.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

NEXT IMAGE CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**4315 Royal Palm Ave.
Miami Beach, FL 33140**

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Prepared by: Yesit J. Campo, PA
9572 NW 41st Street
Miami, FL 33178
(305) 593-2003**

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ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Alexandra Sierra
4315 Royal Palm Ave.
Miami Beach Fl. 33140

ARTICLE VII – BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initially directors of this corporation are:

Ivan Palacino President	4315 Royal Palm Ave. Miami Beach, Fl. 33140
Juan Marulanda Vice-President	4315 Royal Palm Ave. Miami Beach, Fl. 33140
Alexandra Sierra Treasurer	4315 Royal Palm Ave. Miami Beach, Fl. 33140
Mildred Marulanda Secretary	4315 Royal Palm Ave. Miami Beach, Fl. 33140

ARTICLE VIII – INCORPORATOR

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

Ivan Palacino
4315 Royal Palm Ave.
Miami Beach, Fl. 33140

ARTICLE IX – INDEMNIFICATION

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

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 10th day of September, 1999


Ivan Palacino

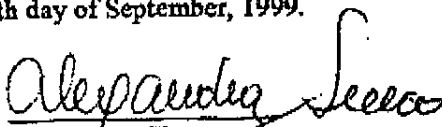
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED:

THAT NEXT IMAGE CORP., desiring to organize under the laws of the state of Florida has appointed Alexandra Sierra of 4315 Royal Palm Ave, Miami Beach, FL 33140 as registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of Next Image to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to the act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 10th day of September, 1999.


Alexandra Sierra
Registered Agent

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