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TRANSMITTA LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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

SUBJECT: CAPTIVE IMAGE INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check for:

filing fee & certificate \$78.75

FROM: Captive Image Inc.
6979 Harbour Blvd.
Boca Raton, Florida 33433

Daytime phone: 561-347-1922

Enclosures:
Original
One Copy
Check

PH 5/30/99 ✓

ARTICLES OF INCORPORATION
OF

CAPTIVE IMAGE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be:

CAPTIVE IMAGE INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III - PURPOSE

This Corporataion may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL
OFFICE

The name and street address of the initial *Registered Agent Office* and the Principal Office of the Corporation shall be:

**Alexander R. Jett
6979 Town Harbour Blvd.
Suite 219
Boca Raton, Florida 33433**

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator (s) of these Articles of incorporation is/are:

Alexander R. Jett
6979 Town Harbour Blvd.
Suite 219
Boca Raton, Florida 33433

ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE X - INDEMNIFICATION

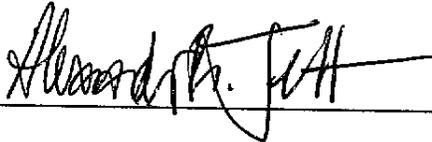
This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE Articles of Incorporation this 24th day of September 1999



CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFIED REGISTERED AGENT
OF

CAPTIVE IMAGE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

6979 TOWN HARBOUR BLVD.
SUITE 219
BOCA RATON, FLORIDA 33

Has named ALEXANDER R. JETT

Located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Laws in keeping open said office.

