

**JONES
FOSTER
JOHNSTON
& STUBBS, P.A.**
Attorneys and Counselors

Peter Blatt, Esq.
Direct Dial: (561) 650-0416
E-Mail: pblatt@jones-foster.com

Flagler Center Tower, Suite 1100
505 South Flagler Drive
West Palm Beach, Florida 33401
Telephone (561) 659-3000

Mailing Address
Post Office Box 3475
West Palm Beach, Florida 33402-3475
Facsimile (561) 832-1454

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October 27, 1999

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

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, FL 32301

FILED
99 NOV -1 PM 1:35
TALLAHASSEE, FLORIDA

Re: Incorporation of Cave Images, Inc.

Gentlemen:

Please find enclosed the Articles of Incorporation for Cave Images, Inc., and the Certificate Designating the place of business or domicile for the service of process within the state, naming agent upon whom process may be served. Please file the original and return the copy certified.

A check in the amount of \$78.75 is enclosed to cover the \$35.00 filing fee, the \$35.00 Registered Agent fee, and the \$8.75 fee for the certified copy.

Please note that Article X of the Articles of Incorporation provides that this corporation shall commence its corporate existence upon the date of execution of the Articles.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By: Peter Blatt
Peter Blatt

PB:sls

Enclosures

gjc 11/3

ARTICLES OF INCORPORATION

OF

CAVE IMAGES, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be CAVE IMAGES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II

Purpose

This corporation is organized for the purpose of engaging in the transaction of all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 10,000 shares of Class A Voting common stock of \$.01 par value, fully paid and non-assessable, and 10,000 shares of Class B Non-Voting stock of \$.01 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 19586 Black Olive Lane, Boca Raton, Florida 33498.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Peter A. Blatt, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, Florida 33401-3475.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have one (1) Director. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director is:

Matt Cave
19586 Black Olive Lane
Boca Raton, Florida 33498

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, one or more Vice Presidents, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Peter A. Blatt, Esq.
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401-3475

ARTICLE IX

Amendment

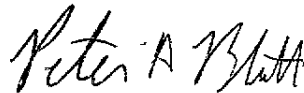
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of October, 1999.



Peter A Blatt, Incorporator

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

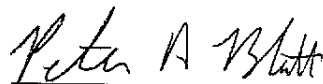
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99 NOV - 1 PM 1:35
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CAVE IMAGES, INC., desiring to organize under the laws of the State of Florida, has named Peter A. Blatt, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, FL 33401-3475, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Peter A. Blatt, Registered Agent