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ACCOUNT NO. : 072100000032

REFERENCE : 818387 119253A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigato

ORDER DATE : November 13, 2002

ORDER TIME : 11:33 AM

ORDER NO. : 818387-005

CUSTOMER NO: 119253A

CUSTOMER: James B. Boone, Esq
James B. Boone, Esq.
1107 Southeast 4th Avenue
Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: COTTONIMAGES.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
COTTONIMAGES.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of Corporation For Profit.

ARTICLE ONE

The name of the Corporation shall be: CottonImages.com, Inc.

ARTICLE TWO

The general nature of the business and objects and purposes proposed to be transacted and carried on are to engage in any and all activities or business permitted under the laws of the United States and of this State.

ARTICLE THREE

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is Five Hundred (500) shares. This stock shall not be subject to preemptive rights.

ARTICLE FOUR

This Corporation shall begin existence on the date of filing of these Articles with the Secretary of State.

ARTICLE FIVE

The initial address of this Corporation shall be 350 NW 134 Avenue, No. 101, Pembroke Pines, Florida 33028.

ARTICLE SIX

The number of directors shall be not less than one (1).

ARTICLE SEVEN

The names and addresses of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Sandra K. Hertzbach	350 NW 134 Avenue, No. 101 Pembroke Pines, Florida 33028

ARTICLE EIGHT

The name and street address of each Incorporator to the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sandra K. Hertzbach	350 NW 134 Avenue, No. 101 Pembroke Pines, Florida 33028

ARTICLE NINE

The street address of the initial registered office of this Corporation and the name of its initial agent at such address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sandra K. Hertzbach	350 NW 134 Avenue, No. 101 Pembroke Pines, Florida 33028

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE TEN

The corporation shall have the further right and power to: From time to time determine whether and to what extent and to what times and places and under what conditions and regulations, the accounts and books of this Corporation (other than the stock book) or any of them shall be open to inspection of Stockholder(s); and no Stockholder shall any right of inspecting any account, book, or document of this Corporation except as conferred by statute, unless authorized by a resolution of the Stockholder(s) or Board of Director(s).

The Corporation may in its By-Laws confer power upon its Board of Director(s) or Officer(s), in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

Both Stockholder(s) and Director(s) shall have the power, if the By-Laws so provide, to hold respective meetings, and to have one or more officers within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the Statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Director(s).

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon Stockholder(s) herein are granted subject to this reservation.

SANDRA K. HERTZBACH, the undersigned, being the incorporator hereinabove

named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge, and file this certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 12th day of November, 2002.



SANDRA K. HERTZBACH

STATE OF FLORIDA

COUNTY OF BROWARD

BE IT REMEMBERED that on this day before me personally appeared SANDRA K. HERTZBACH, party to the foregoing Articles of Incorporation, known to me personally to be such or provided identification in the form of Valid Florida drivers license, and acknowledged the said Articles of Incorporation to be a free and voluntary deed by her and that the facts therein stated are truly set forth.

WITNESS my hand and notarial seal at Ft. Lauderdale, Broward County, Florida, this 12th day of November, 2002.


NOTARY PUBLIC

My Commission Expires:



Nancy J. Wasserman
Commission # CG 904815
Expires Feb. 28, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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: CottonImages.com, Inc.
2. The name and address of the registered agent and office is: Sandra K. Hertzbach, 350 NW 134 Avenue, No. 101, Pembroke Pines, Florida 33028.

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 THIS 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


By: SANDRA K. HERTZBACH

Date: November 2nd, 2002

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