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IMAGEN, INC.

Gary Gonzalez, President
4365 Kennedy Avenue
Orlando, FL 32812
Office: (407) 249-4949

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April 25, 2001

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

Attn: Division of Corporations

Enclosed please find two original copies of Articles of Incorporation for IMAGEN, Inc. along with a check in the amount of \$122.50 to cover the filing fee of \$35.00, Registered Agent Designation fee of \$35.00, and the Certified Copy fee of \$52.50.

Thank you for your assistance in the processing of this documentation. Should you have any questions, please contact me at the above-referenced office number.

Sincerely,

Gary Gonzalez (mb)

Gary Gonzalez
President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
IMAGEN, INC.

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the Corporation shall be: IMAGEN, Inc.

The principal place of business of this Corporation shall be:

4365 Kennedy Avenue
Orlando, FL 32812

The mailing address of this Corporation shall be:

IMAGEN, Inc.
4365 Kennedy Avenue
Orlando, FL 32812

ARTICLE II

The period of the duration of this Corporation is perpetual unless dissolved according to the law.

ARTICLE III

The purposes for which this Corporation are organized are:

1. This corporation is organized for the purpose of conducting any legal activity permitted to be conducted by non-profit corporations under the laws of the State of Florida. More specifically, but without reservation or restriction, this corporation shall be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding section. This corporation shall, among other things, be an association of churches.

2. The corporation is organized and shall be operated exclusively for Christian, religious charitable and educational purposes and it is authorized to accept, hold, administer, invest and disburse for Christian, religious, charitable and educational purposes such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to Christian, religious, charitable and educational organizations, and in general, to do all things that may appear necessary and useful in accomplishing the purposes herein above set out. All of the assets and earnings shall be exclusively for the purpose herein above set out, including the payment of expenses incidental thereto; and no part of net earnings shall inure to the benefit of any private shareholder or individual except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes and no substantial part of its activities or of any organization to which it may contribute shall be for the carrying on of propaganda, or otherwise attempting to influence legislation or participate in or influence any political campaign, or any other activity which would disqualify a corporation from tax exemption under Section 501 of the Internal Revenue Code or other applicable federal, state or local law or regulation now or hereafter enacted.
3. All property shall be irrevocably dedicated to educational, religious and charitable purposes and shall be held in the corporate name of IMAGEN, Inc. IMAGEN, Inc., is a non-profit corporation organized and operated exclusively for educational, religious and charitable purposes, which qualifies for exemption from Federal Income Tax under provisions of Section 501 of the Internal Revenue Code. The purchase, sale, lease, mortgage or alienation of said real property shall be transacted according to the By-Laws of the corporation.
4. In the event of dissolution of this corporation, all of the remaining assets of the corporation shall be distributed only for Christian, religious, charitable and educational purposes, which qualifies for exemption from Federal Income Tax under provision of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

The qualifications for members and the manner of their admission are to be specified in the By-Laws of the Corporation. Directors shall be chosen in the manner specified in the By-Laws of the Corporation.

ARTICLE V

The number constituting the initial Board of Directors of the Corporation is four and the names and addresses of the persons who are to serve are:

Gary Gonzalez 4365 Kennedy Avenue
Orlando, FL 32812

Roberto Candelario 2150 Sunset Terrace Drive
Orlando, FL 32812

Luis Lopez 13651 Southwest 20th Street
Miramar, FL 33027

Peter Landrau 1577 Avleigh Circle
Orlando, FL 32824

ARTICLE VI

The corporation is organized under a non-stock basis.

ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE VIII

The name and address of each incorporator is:

Gary Gonzalez 4365 Kennedy Avenue
Orlando, FL 32812

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of April, 2001.

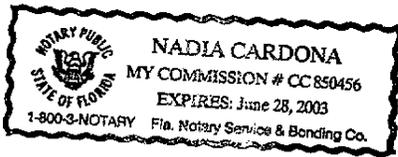
Signature of Incorporator:


Gary Gonzalez

STATE OF FLORIDA

COUNTY OF ORANGE:

THE FOREGOING instrument was acknowledged and sworn to before me this 21st day of April, 2001 by Gary Gonzalez of IMAGEN, Inc.



Nadia Cardona
Notary Public

My Commission Expires: June 28, 2003

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision 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/register agent, in the State of Florida:

1. The name of the corporation is IMAGEN, Inc.
2. The name and address of the registered agent and office is:

Gary Gonzalez
4365 Kennedy Avenue
Orlando, FL 32812

Gary Gonzalez
President

4/26/2001
Date

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.

Gary Gonzalez
Gary Gonzalez

4/26/2001
Date