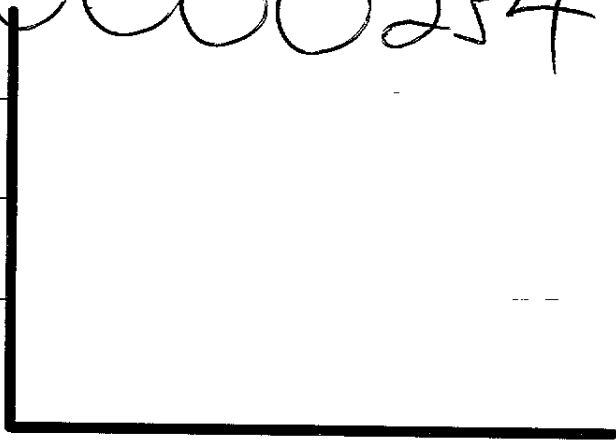


P0000000234

Requester's Name
PO BOX 15952
JACKSONVILLE, FL 32245-6952
City/State/Zip Phone #



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) 000003079320--2
-12/23/99--01046--016
****122.50 *****87.50

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

99 DEC 23 PM 12:24
FILED
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

EFFECTIVE DATE
01-06-00

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials *gjc* 1/3

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
Imagen Technologies, Inc.**

FILED
99 DEC 23 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: IMAGEN TECHNOLOGIES, INC. and the principal physical address of this corporation is 9128 Tejas Court, Jacksonville, FL 32257. The mailing address of this corporation is P. O. Box 16952, Jacksonville, Florida 32245-6952. The phone number of this corporation is 904-828-0007.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business.

EFFECTIVE DATE
06-01-00

ARTICLE IV - CAPITAL SHARES

The aggregate number of shares, which the corporation shall have authority to issue, shall be one hundred (100) Shares of Common Stock, having a nominal par value of \$1.00 per share.

Page 2 of 4
State of Florida
Articles of Incorporation
of IMAGEN TECHNOLOGIES, INC.

ARTICLE V - REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 9128 Tejas Court, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at that address is Janet L. Guilbault, 018-38-3007.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-Laws. The name and address of the initial director of this corporation is:

NAME/SS#/ADDRESS/TITLE

Janet L. Guilbault, 9128 Tejas Court, Jacksonville, FL 32257
President/Vice President/Treasurer/Secretary 100% Ownership

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Janet L. Guilbault, 9128 Tejas Court, Jacksonville, FL 32257

Page 3 of 4
State of Florida
Articles of Incorporation
of IMAGEN TECHNOLOGIES, INC.

ARTICLE VIII - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent permitted by law.

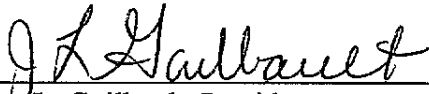
ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - CORPORATE EXISTENCE

The date of commencement of corporate existence shall be January 1, 2000.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of December, 1999.



Janet L. Guilbault, President

Page 4 of 4
State of Florida
Articles of Incorporation
of IMAGEN TECHNOLOGIES, INC.

FILED
99 DEC 23 PM 12:24
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, and produced current Florida Drivers license as identification, as well as personally known to me, Janet L. Guilbault, who, and after being duly sworn, deposes and says that she is the person described as incorporator of these Articles of Incorporation, and that the information therein contained is true and correct.

Janet L. Guilbault
Janet L. Guilbault, President

Sworn to and subscribed before me this 21st day of December, 1999.

Deborah Ann Crego
FLORIDA NOTARY PUBLIC, STATE OF FLORIDA

NOTARY PUBLIC
STATE OF FLORIDA
DEBORAH ANN CREGO
COMMISSION # CC 549842
EXPIRES MAY 01, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida statutes relative to keeping open said office.

Janet L. Guilbault
Janet L. Guilbault, President