

Jeffrey Martin Herman, P.A.

Attorney at Law

1601 North Flamingo Road
Suite Two
Pembroke Pines, Florida 33028-1004

Telephone: (954) 438-5820
Fax: (954) 438-0499
E-mail: jmhermanpa@aol.com

PO000039480

April 12, 2000

Via Airborne Express

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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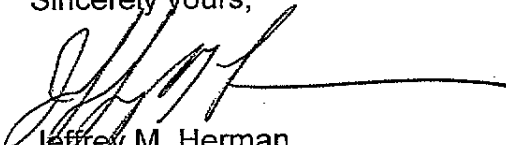
RE: INCORPORATION OF PURE IMAGE, INC.

Dear Sir/Madam:

Enclosed are the fully executed Articles of Incorporation of Pure Image, Inc. Also enclosed is my firm check made payable to the State of Florida in the amount of \$78.75 for filing of the Articles and a certified copy of the same. Please return these documents to me in the enclosed Airborne Express envelope.

If you have any questions or need further information, please call.

Sincerely yours,


Jeffrey M. Herman
For the Firm

Enclosure
JMH/ej

FILED
00 APR 14 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson APR 20 2000

ARTICLES OF INCORPORATION
OF
PURE IMAGE, INC.

FILED
00 APR 14 AM 9:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.

NAME

The name of the Corporation is: PURE IMAGE, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2221 N.W. 101st Terrace, Pembroke Pines, Florida 33026.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1601 North Flamingo Road, Ste. 2, Pembroke Pines, Florida 33028, and the name of the initial registered agent of this Corporation at that address is JEFFREY M. HERMAN.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial directors are:

ALONA ALCORN
2221 N.W. 101st Terrace
Pembroke Pines, FL 33026

JAMES C. COOLIDGE
2221 N.W. 101st Terrace
Pembroke Pines, FL 33026

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

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

Jeffrey M. Herman, Esq.
1601 North Flamingo Road, Ste. 2
Pembroke Pines, Florida 33028

ARTICLE IX.

POWERS

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

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of April, 2000.


JEFFREY M. HERMAN


STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 12th day of April, 2000, by JEFFREY M. HERMAN. He _____ is personally known to me, or _____ produced _____ as identification.


NOTARY PUBLIC, State of Florida
[SEAL]

Printed Name of Notary/Serial Number

My Commission Expires:

 Lawrence Jay Davis
Commission # CC 741548
Expires May 11, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of PURE IMAGE, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

4-12-00


JEFFREY M. HERMAN

FILED
00 APR 14 AM 9:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA