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ACCOUNT NO. : 072100000032

REFERENCE : 674052 156480A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 10 PM 3:03

ORDER DATE : April 25, 2000

ORDER TIME : 3:59 PM

ORDER NO. : 674052-005

CUSTOMER NO: 156480A

100003247121--0

CUSTOMER: Ms. Leanne Heller  
PAWLOWSKI, ROBERTS & COMPANY  
PAWLOWSKI, ROBERTS & COMPANY  
Suite 202  
505 E. Jackson Street  
Tampa, FL 33602

*Patricia Pizito*

DOMESTIC FILING

NAME: IMAGINATION HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAY 10 PM 2:33

RECEIVED

*Janna Wilson*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAY 10 PM 3:03

ARTICLES OF INCORPORATION  
OF

IMMAGINATION HOLDINGS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

IMMAGINATION HOLDINGS, INC.

The address of the principal office of this corporation shall be P.O. Box 22091, Tampa, Florida 33622, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3319 Diamond Knot Circle, Tampa, Florida 33607, and the name of the initial registered agent of the corporation at that address is Sean McLaughlin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Sean McLaughlin

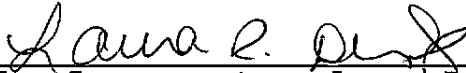
3319 Diamond Knot Circle  
Tampa, FL 33607

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporation Service Company  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these  
Articles of Incorporation on May 8, 2000.

  
\_\_\_\_\_  
Its Incorporator, Laura R. Dunlap

SR/JANNA WILSON

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 10 PM 3: 03

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

SEAN G. MCLAUGHLIN, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

IMAGINATION HOLDINGS, INC.

SEAN G. MCLAUGHLIN is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By  \_\_\_\_\_

Typed Name: Sean G. McLaughlin

jw