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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 721046 3487A

AUTHORIZATION

*Patricia Puyet*

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -6 PM 1:47

ORDER DATE : June 6, 2000

ORDER TIME : 9:43 AM

ORDER NO. : 721046-005

800003277978-9

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne  
ICARD MERRILL CULLIS TIMM  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

DOMESTIC FILING

NAME: IMAGINETIX, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137  
EXAMINER'S INITIALS:

*flute*

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00 JUN -6 AM 10:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**IMAGINETIX, INC.**

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DIVISION OF CORPORATIONS

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The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is: Imagnetix, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 2907 Bay to Bay Boulevard, Suite 203, Tampa, Florida 33629.

**ARTICLE V - CAPITAL STOCK**

5.1 **Authorized Capital.** This Corporation is authorized to issue two (2) classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares that this Corporation is authorized to issue is twelve million (12,000,000), consisting of seven million (7,000,000) shares of Class A Common Stock having a par value of \$0.001 per share, three million (3,000,000) shares of Class B Common Stock having a par value of \$0.001 per share and two million (2,000,000) shares of Preferred Stock having a par value of \$0.001 per share.

5.2 **Issuance of Preferred Stock by Class and in Series.** The Preferred Stock may be issued from time to time in one (1) or more classes and one (1) or more series within such classes pursuant to a resolution or resolutions duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board of Directors), and such resolution or resolutions shall set forth the number of shares comprising each such class and

each series within such class, voting powers, full or limited or none, of each such class and each series within a class and the designations, preferences and relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof, of each such class and any series within a class. No class or series within a class of Preferred Stock may be issued prior to the Board of Directors adopting a resolution or resolutions providing for its issuance or before this Corporation filing Articles of Amendment in accordance with Section 607.0602, F.S. The Board of Directors is further authorized to fix and determine and to amend and alter the designation, rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued class or series within a class of Preferred Stock, and within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any class or series within a class of Preferred Stock, to increase or decrease (but not below the number of shares of any such class or series within such class then outstanding) the number of shares of any such class or series within such class subsequent to the issue of shares of that class or series within such class.

### 5.3 Express Terms of the Common Stock.

5.3.1 *Voting Rights of the Class A Common Stock.* Each share of Class A Common Stock shall be entitled to one (1) vote upon all matters presented to Shareholders.

5.3.2 *Voting Rights of the Class B Common Stock.* Each share of Class B Common Stock shall be entitled to ten (10) votes upon all matters presented to Shareholders.

#### 5.3.3 *Conversion of Class B Common Stock.*

(a) Subject to and upon compliance with the provisions of this Article V, the Class B Common Stock shall be convertible at the option of, and without cost to, the holders thereof into Class A Common Stock on the basis of one (1) share of Class A Common Stock for each share of Class B Common Stock so converted.

(b) Any holder of Class B Common Stock (a "Class B Holder") may exercise the conversion privilege in respect of shares of Class B Common Stock by delivering to any Transfer Agent of the Class B Common Stock (i) the certificate for the Class B Common Stock to be converted, and (ii) written notice that the holder elects to convert such shares and stating the name or names (with address) in which the certificate for the Class A Common Stock is to be issued. Except as provided in Section 5.3.3(c) below, unless otherwise instructed by the Class B Holder, conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date." On the Conversion Date, or as promptly thereafter as practicable, the Corporation shall issue and deliver to the holder of the Class B Common Stock surrendered for conversion, or on his written order, a certificate for the number of full shares of Class A Common Stock issued upon the conversion of such Class B Common Stock, and if fewer than all share of Class B Common Stock represented by the certificate(s) delivered to the Transfer Agent are converted to shares

of Class A Common Stock, the Corporation shall issue and deliver to the Class B holder a certificate for the number of shares of Class B Common Stock not converted to Class A Common Stock. The person in whose name the stock certificate for the Class A Common Stock is to be issued shall be deemed to have become a holder of Class A Common Stock of record on the Conversion Date. The Corporation hereby reserves and shall at all times reserve and keep available, out of its authorized and unissued Class A Common Stock, for the purpose of effecting the conversion of the Class B Common Stock, such number of shares of its duly authorized Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Class B Common Stock. Class B Common Stock which is converted into Class A Common Stock as provided in this Section 5.3.3 shall not be reissued.

(c) *Restrictions on Transferability.*

(i) Class B Common Stock may be transferred, either by sale, assignment, gift, bequest, appointment or otherwise, only to a "Permitted Transferee" (as hereinafter defined) of the Class B Holder, to the Corporation, to another Class B Holder or upon conversion into Class A Common Stock in accordance with Section 5.3.3(b), except that Class B Common Stock may be issued or transferred by the Corporation to any person.

(ii) For purposes of this Section 5.3.3(c), the term "Permitted Transferee" shall have the following meaning:

(1) in the case of a Class B Holder who is a natural person holding record and beneficial ownership of the Class B Common Stock in question, "Permitted Transferee" means (A) such Class B Holder's spouse, (B) a lineal descendant of a great grandparent of such Class B Holder, (C) the trustee of a trust (including, without limitation, a voting trust) for the exclusive benefit of one (1) or more of such Class B Holder, such Class B Holder's spouse or lineal descendants of a great grandparent of such Class B Holder, if such trustee is effectively prohibited from transferring shares of Class B Common Stock to persons other than Permitted Transferees referred to in clause (ii), or (D) a gratuitous transferee organized by the Class B Holder, such Class B Holder's spouse or a lineal descendant of a great grandparent of such Class B Holder, to which contributions are deductible for federal income, estate and gift tax purposes (any such gratuitous transferee being herein referred to as a "Charitable Organization");

(2) in the case of a Class B Holder holding the Class B Common Stock in question as trustee pursuant to a trust, "Permitted Transferee" means (A) the person from whom the trust received such shares and (B) a Permitted Transferee of such person determined pursuant to clause (1) above;

(3) in the case of a Charitable Organization, "Permitted Transferee" means the person who donated the Class B Common Stock in question thereto and any Permitted Transferee of such person determined pursuant to clause (1) above; and

(4) in the case of a Class B Holder which is the estate of a deceased Class B Holder, or which is the estate of a bankrupt or insolvent Class B Holder, and provided such deceased, bankrupt or insolvent Class B Holder, as the case may be, held record and beneficial ownership of the shares of Class B Common Stock in question, "Permitted Transferee" means a Permitted Transferee of such deceased, bankrupt or insolvent Class B Holder, as the case may be, determined pursuant to clause (1) above.

(iii) For purposes of this Section 5.3.3(c):

(1) the relationship of any person that is derived by or through legal adoption prior to age eighteen (18) shall be considered a natural one;

(2) the term "spouse" shall include a widow or widower;

(3) each great grandparent of any joint owner of particular Class B Common Stock shall be considered a great grandparent of all joint owners of such shares;

(4) a minor for whom shares of Class B Common Stock are held pursuant to the Uniform Gifts to Minors Act or similar law shall be considered a Class B Holder of such shares; and

(5) in applying the term "exclusive benefit", a contingent trust interest having at the time of transfer an actuarial value (under actuarial tables then used for federal gift tax purposes for the gifts between private individuals) of not more than five percent (5%) of the value of the assets of the trust shall be ignored; provided, however, that any subsequent vesting of such contingent interest shall effect an automatic conversion of Class B Common Stock into the same number of shares of Class A Common Stock pursuant to Section 5.3.3(a) hereof.

(iv) Notwithstanding anything to the contrary set forth herein, any Class B Holder may pledge such holder's shares of Class B Common Stock to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee, provided that such shares shall not be transferred to or registered in the name of the pledgee and shall remain subject to the provisions of this Section 5.3.3. In the event of foreclosure or other similar action by the pledgee, such pledged shares of Class B Common Stock may only be transferred to a Permitted Transferee of the pledger or converted into Class A Common Stock (in compliance with the provisions of Section 5.3.3(b) hereof), as the pledgee may elect.

(v) Any transfer of Class B Common Stock (beneficially or of record) not permitted by this Section 5.3.3 shall automatically effect a conversion of such

Class B Common Stock into the same number of shares of Class A Common Stock pursuant to Section 5.3.3(b), effective on the date of such transfer, and the transferee shall have no other rights against or with respect to the Corporation. The Corporation may, as a condition to the transfer or the registration of transfer of Class B Common Stock to a purported Permitted Transferee, require the furnishing of such affidavits or other proof as it deems necessary to establish that such transferee is a Permitted Transferee.

(vi) The Corporation shall conspicuously note on the certificates representing Class B Common Stock the restrictions on transfer and registration of transfer imposed by this Section 5.3.3.

(d) *Other Express Terms.* Each share of Class B Common Stock shall also be subject to the additional terms applicable to Class A and Class B Common Stock set forth in Sections 5.3.4 and 5.3.5 hereof.

5.3.4 *Dividends.* Subject to any rights of any class or series within a class of Preferred Stock as may then be outstanding, dividends or distributions upon the Common Stock may be declared by the Board of Directors and paid by the Board of Directors of the Corporation from time to time in such amounts as the Board of Directors shall determine, out of any source at the time lawfully available therefore.

5.3.5 *Rights Upon Liquidation or Dissolution.* Subject to any rights of any class or series within a class of Preferred Stock as may then be outstanding, the holders of the Common Stock shall be entitled to share ratably in the assets of the Corporation available for distribution to the holders of Common Stock upon any dissolution, liquidation or winding-up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for the payment of the debts and other liabilities of the Corporation.

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick, Esq.

#### **ARTICLE VII - DIRECTORS**

The initial Board of Directors shall consist of two (2) Members. The names and address of the persons who will serve on the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Arthur Fyvolent	2907 Bay to Bay Boulevard, Suite 203 Tampa, FL 33629

Randy Prince

2907 Bay to Bay Boulevard, Suite 203  
Tampa, FL 33629

**ARTICLE VIII - INCORPORATOR**

The name(s) and street address(s) of the incorporator(s) to these Articles of Incorporation is/are:

Name

Address

Bruce P. Chapnick, Esq.

2033 Main Street, Suite 600  
Sarasota, FL 34237

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

**ARTICLE XI - SHAREHOLDER ACTION**

An affirmative vote of fifty-one percent (51%) of the shares of the voting capital stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of June, 2000.

  
Bruce P. Chapnick, Incorporator

## ACCEPTANCE OF REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Having been named to accept service of process for Imaginetix, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

A handwritten signature in cursive script, appearing to read "Bruce P. Chapnick, Registered Agent", written over a horizontal line.

Bruce P. Chapnick, Registered Agent

Date: June 5, 2000

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