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ROBERT S. HAYES

FILED
00 SEP 21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 15, 2000

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*****87.50 *****87.50

Corporate Records Filing Bureau
P.O. Box 6327
Tallahassee, FL 32301

Attn: Division of Corporations

RE: JAMES' IMAGEMAKERS, INC.

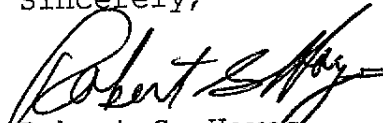
Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation, Certificate Designating Place for the Service of Process Within This State and Naming Agent Upon Whom Process May Be Served, and Acceptance for the above-named Florida non-profit corporation. The check for \$87.50 is enclosed.

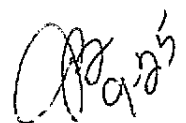
Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,


Robert S. Hayes

RSH/cad
Enclosures



ARTICLES OF INCORPORATION

OF

JAMES' IMAGEMAKERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby makes, subscribes, acknowledges and files the following Articles for the purpose of forming a non-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is JAMES' IMAGEMAKERS, INC.

ARTICLE II - PURPOSES

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which this corporation is organized is to promote, support, and raise funds for the Images Dance Company, an amateur dance company, deriving its members from the James Dance Center.

ARTICLE III - TERM

This corporation shall have perpetual existence.

ARTICLE IV - THE SUBSCRIBERS

The name and post office address of the subscriber of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Judy James	19 Broadway Kissimmee, FL 34741

ARTICLE V - OFFICERS

The officers shall be a President, a Vice-President, and a Secretary/Treasurer. The Officers shall be chosen by majority vote

of the directors. All officers shall hold office at the pleasure of the Board of Directors.

ARTICLE VI - MEMBERS

Membership in JAMES' IMAGEMAKERS, INC. shall consist of the faculty and staff of James Dance Center and the parents of those students of James Dance Center who are members of the Images Dance Company.

ARTICLE VII - BOARD OF DIRECTORS

The names and addresses of those persons who are to act as directors until their resignation or the election of their successors are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Judy James	19 Broadway Kissimmee, FL 34741
Annette DuBose	19 Broadway Kissimmee, FL 34741
Bobby Eaton	19 Broadway Kissimmee, FL 34741

The initial directors are selected by the subscriber. The directors shall have two (2) year terms which shall renew automatically unless terminated by a majority vote of the Board of Directors prior to the end of the term. Vacancies in the Board of Directors shall be selected by a majority of the remaining Board at a special meeting called for that purpose.

ARTICLE VIII - DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or

other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II thereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX - BY-LAWS

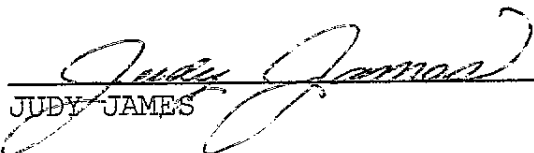
The By-Laws of the corporation may be made, amended, altered or rescinded at a regular or special meeting of the Board of Directors by a vote of two-thirds of the directors present.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the corporation will be indemnified by the corporation against all expenses and

liabilities, including legal fees reasonably incurred by and imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement, indemnification will apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Kissimmee, Osceola County, Florida for the uses and purposes set forth herein.


JUDY JAMES

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared JUDY JAMES,
President of JAMES' IMAGEMAKERS, INC., who executed the foregoing
Articles of Incorporation, and acknowledged before me that he
subscribed to these Articles of Incorporation on this 15th day of
September, 2000.



Tracey Hayes
Notary Public
My Commission Expires:
Print: Tracey Hayes
Commission # CC696653

Personally Known X or Produced _____
as Identification

CERTIFICATE DESIGNATING PLACE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Section 617.023, Florida Statutes, the following is submitted in compliance with said Act: That JAMES' IMAGEMAKERS, INC. desiring to organize under the laws of the State of Florida, with its principal office at City of Kissimmee, County of Osceola, State of Florida, has designated and established 441 West Vine Street, Kissimmee, Florida 34741, County of Osceola, State of Florida, as its office for the service of process within this State and named ROBERT S. HAYES, ESQUIRE as its agent to accept service of process.

JAMES' IMAGEMAKERS, INC.

By: Judy James
Judy James, President

ACCEPTANCE

I, ROBERT S. HAYES, hereby accept the designation as Registered Agent for Service of Process upon JAMES' IMAGEMAKERS, INC. desiring to organize under the laws of the State of Florida, with its registered office at 441 W. Vine St., Kissimmee, Florida 34741, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.

Robert S. Hayes
ROBERT S. HAYES

Sworn to before me this
18th day of September, 2000.

Carla A. DiPasquale
Notary Public
Carla A. DiPasquale
Print

My commission No. _____
My commission expires: _____



Carla A. DiPasquale
Commission # CC 959063
Expires Sep. 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

00 SEP 21 AM 10:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA