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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : COOK & KOCH, P.A.
Account Number : I20000000086
Phone : (813) 272-1259
Fax Number : (813) 221-9736

FLORIDA PROFIT CORPORATION OR P.A.

Image Marketing Concepts, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION OF IMAGE MARKETING CONCEPTS, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt and file with the Secretary of State of the State of Florida, the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is: Image Marketing Concepts, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The address of the initial principal place of business of the Corporation is 3118 Gulf to Bay Boulevard, Suite 324, Clearwater, Florida 33759. The mailing address of the Corporation is 3118 Gulf to Bay Boulevard, Suite 324, Clearwater, Florida 33759.

ARTICLE THREE

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is ten thousand ("10000"), all of which shall be common shares with par value of one dollar (\$1.00).

ARTICLE FOUR

INITIAL REGISTERED AGENT AND ADDRESS

As set for in the registered agent's written acceptance of appointment, which is delivered to the Department of State together with these articles of incorporation, the Corporations' initial registered office is located at Cook & Koch, P.A., One Tampa City Center, Suite 3010, 201 North Franklin Street, Tampa, Florida 33602. The Corporation's initial registered agent at that office is Stephen A. Koch.

ARTICLE FIVE

INITIAL DIRECTORS

The initial Board of Directors shall consist of two members.

The names and addresses of the initial Directors of the corporation are as follows:

Terry L. Sidlo, 3118 Gulf to Bay Boulevard, Suite 324, Clearwater, Florida 33759
Myles P. Eason, 3118 Gulf to Bay Boulevard, Suite 324, Clearwater, Florida 33759.

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ARTICLE SIX
INCORPORATORS

The name and street address of the incorporators are as follows:

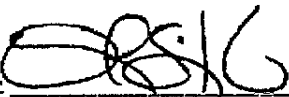
Terry L. Sidlo, 3118 Gulf to Bay Boulevard, Suite 324, Clearwater, Florida 33759.
Myles P. Eason, 3118 Gulf to Bay Boulevard, Suite 324, Clearwater, Florida 33759.

ARTICLE SEVEN
TAX TREATMENT

The Corporation is established to operate as a Subchapter "S" corporation, as defined in the code and regulations of the Internal Revenue Service, of the United States of America.

The undersigned have executed these Articles of Incorporation this 15th day of December 2000.

Signed: _____



Signature

Terry L. Sidlo, Incorporator



Signature

Myles P. Eason, Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement, in designating its registered office and registered agent in the State of Florida

1. The name of the corporation is Image Marketing Concepts, Inc.
2. The name and address of the registered agent and office of the corporation is:

Stephen A. Koch, Cook & Koch, P.A.
One Tampa City Center, Suite 3010
201 North Franklin Street
Tampa, Florida 33602

Signed:



Terry L. Sidlo, Incorporator
December 15, 2000



Myles P. Eason, Incorporator
December 15, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Signature of Stephen A. Koch, Cook & Koch, P.A.

December 18, 2000

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