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THOMAS A. DANIEL

ATTORNEY AT LAW

FILED

01 FEB -7 AM 11:30

623 NORTH MAIN STREET
GAINESVILLE, FL 32601

SECRETARY OF STATE (352) 378-8438
TALLAHASSEE, FLORIDA (352) 378-3097

February 1, 2001

Office of the Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Dear Sir/Madam:

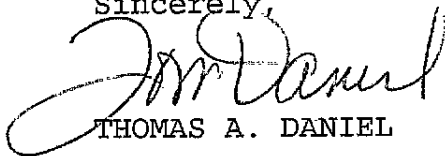
Enclosed please find the original and one copy of Articles of Incorporation of ^{Times 7220}IMAGINATION INC. Also enclosed is my check payable to the Secretary of State in the amount of Seventy-eight dollars and 75/100 in payment of the following:

Filing of Articles	\$35.00
Certified copy of Articles of Inc.	8.75
Resident Agent Designation	<u>35.00</u>
TOTAL	\$ 78.75

Please provide me with a certified copy of the Articles of Incorporation at your earliest convenience.

If further information is needed, please do not hesitate to contact me.

Sincerely,



THOMAS A. DANIEL

TAD/bam

enc. as stated

P4 2/13/01

ARTICLES OF INCORPORATION
OF
IMAGINATION TIMES TWO, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation shall be **IMAGINATION TIMES TWO, INC.**

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is:

1. Wholesales sales.
2. To conduct business in, having one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real property and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation engaged in the same or other character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by this or any other corporation of the State of Florida or any other state or government and while owner of such stock exercise all rights, powers and privileges of ownership, including the right to vote such stock.

6. To engage in any other lawful activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 7,500 shares of common stock at a par value of one dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is five hundred dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: The corporation is to exist perpetually.

ARTICLE VI

ADDRESS: The initial address of the principal offices of the corporation is

3076 NE 12TH TERRACE
FT. LAUDERDALE, FL 33334

ARTICLE VII

DIRECTORS: The corporation shall have one (1) director initially. The number of directors may be increased or decreased

from time to time by By-Laws adopted by the stockholders but shall never be less than one (1).

ARTICLE VIII

BOARD OF DIRECTORS: The name and address of the first Directors to serve for the first year or until otherwise replaced according to the By-Laws adopted by the stockholders are:

TERRI KRATKA
FRED KRATKA
1705 NW 57TH STREET
GAINESVILLE FL 32605

ARTICLE IX

SUBSCRIBER: The name and address of the subscriber to these Articles of Incorporation is:

THOMAS A. DANIEL
623 North Main Street
Gainesville, FL 32601.

ARTICLE X

REGISTERED AGENT AND REGISTERED ADDRESS:

THOMAS A. DANIEL
623 North Main Street
Gainesville, FL 32601

is authorized to serve as the initial registered agent of the corporation and to accept service of process as resident agent of the corporation.

ARTICLE XI

PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have a pre-emptive right to purchase additional shares of the corporation at any such time as the same are offered for sale by the corporation.

ARTICLE XII

BY-LAWS: The stockholders shall be authorized to adopt By-Laws, including therein a provision for replacement of lost or destroyed stock certificates, for a lien upon the stock for shareholder indebtedness to the corporation, a restriction on the stock of the corporation that it cannot be freely transferred unless first offered for sale at the same price as offered to any outside buyer to the other shareholders of the corporation or to the corporation and such By-Laws as are not to be inconsistent with the laws of the State of Florida, and including provision that the By-Laws can be amended by the shareholders of this corporation.

ARTICLE XIII

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be proposed by the shareholders and approved by a shareholders meeting by a majority entitled to vote thereon unless the shareholders sign a written statement manifesting their intent that certain Amendments of these Articles of Incorporation be made.

ARTICLE XIV

EFFECTIVE DATE: These Articles of Incorporation shall become effective immediately upon filing with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this day of 1 February, 2001.


THOMAS A. DANIEL

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority personally appeared THOMAS A. DANIEL, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Gainesville, Florida, this 1st day of February, 2001.

The foregoing instrument was acknowledged before me this 1st day of February, 2001, by THOMAS A. DANIEL, who:

- (X) is/are personally known to me.
- () produced a current Florida drivers's license as identification.
- () produced as identification:.

Beth A McClenahan
Notary Public, State of Florida



Beth A McClenahan
My Commission CC658294
Expires June 23, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That **IMAGINATION TIMES TWO, INC.** organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, and State of Florida has named as resident agent

**THOMAS A. DANIEL
623 North Main Street
Gainesville, Florida
Alachua County**

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

**THOMAS A. DANIEL
RESIDENT AGENT**

**FILED
01 FEB -7 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**