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February 13, 2001

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300003785823--4
-02/15/01--01067--011
****236.25 *****78.75

EFFECTIVE DATE
2-14-01

RE: Butterfly Investment Corporation, Huntingmen Investment Corporation and
Imagination Investment Corporation

FILED
01 FEB 15 AM 9:48
TALLAHASSEE, FLORIDA

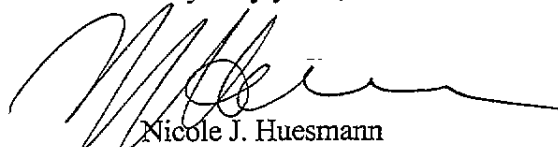
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the following corporations: Butterfly Investment Corporation, Huntingmen Investment Corporation and Imagination Investment Corporation.

Also, enclosed is a check in the amount of \$236.25, which covers the fee for filing and a certified copy for each corporation. Please return the certified copy of the Articles as soon as possible via regular mail.

Your early attention to this matter will be appreciated.

Very truly yours,


Nicole J. Huesmann

Enclosures

B. BROWN FEB 16 2001

EFFECTIVE DATE

2-14-01

FILED

01 FEB 15 AM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
IMAGINATION INVESTMENT CORPORATION

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

IMAGINATION INVESTMENT CORPORATION

The Corporation's address is:

C/O Nicole J. Huesmann, P.A.
3001 SW 3rd Avenue
Miami, Florida 33129

ARTICLE II

DURATION

The corporation shall commence its existence on February 14, 2001, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is Nicole J. Huesmann, 3001 SW 3rd Avenue, Miami, Florida 33129.

ARTICLE VI

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as Incorporators are:

Nicole J. Huesmann, 3001 SW 3rd Avenue, Miami, Florida 33129

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Incorporator, Officer or Director, or any former Officer or Director, to the full extent permitted by law.


13th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of February, 2001.


NICOLE J. HUESMANN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of her duties.

DATED this 13th day of February, 2001.


Nicole J. Huesmann

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

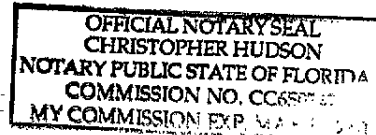
BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Nicole J. Huesmann, known to me and known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of IMAGINATION INVESTMENT CORPORATION, and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 13th day of February, 2001.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :



BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Nicole J. Huesmann, known to me and known to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of IMAGINATION INVESTMENT CORPORATION, and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 13th day of February, 2001.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

