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EAKIN
SNEED &
CATALAN

ATTORNEYS AT LAW

599 ATLANTIC BOULEVARD, SUITE 4
ATLANTIC BEACH, FL 32233

December 13, 2001

FILED

01 DEC 17 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAUL M. EAKIN, P.A.
JEFFREY J. SNEED*
CYNTHIA L. CATALAN
D. RANDALL BRILEY
TERESA H. ELLIS

*BOARD CERTIFIED
CIVIL TRIAL LAWYER

TELEPHONE: 904-247-6565
TELECOPY: 904-247-6535

Ronald A. Labasky, Esquire
318 North Monroe Street
Tallahassee, FL 32301
Att: Moira Foley

300004729603--0
-12/13/01--01001--012
*****78.75 *****78.75

RE: Articles of Incorporation for
IMAGE PLUS PROMOS, INC.

EFFECTIVE DATE

01-01-02

Dear Moira:___

Enclosed are an original and one copy of the Articles of Incorporation for IMAGE PLUS PROMOS, INC., together with my check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
TOTAL	\$ 78.75

Please file the Articles at your earliest convenience and return a certified copy of the Articles of Incorporation to us via Federal Express, billing us for same. Thank you for your assistance.

Sincerely yours, ___

R. Lodise

Rita Lodise
Legal Assistant to
Paul M. Eakin
Enclosures 1

RECEIVED
01 DEC 17 PM 4:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 18 2001

ARTICLES OF INCORPORATION

OF

IMAGE PLUS PROMOS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation of a corporation for profit.

EFFECTIVE DATE

01-01-02

ARTICLE I

Name and Principal Address

The name and principal address of the corporation shall be: Tracy Hofstetter. The mailing address is 113 Natures Way, Ponte Vedra Beach, FL 32082.

ARTICLE II

Effective Date

Pursuant to Sections 607.0123 and 607.0203, Florida Statutes, the delayed effective date of this document and the corporate existence shall be January 1, 2002.

ARTICLE III

Duration

This corporation shall have perpetual existence.

ARTICLE IV

Purpose

The general nature of the business to be transacted by this corporation is as follows: To do all things which are authorized to be done by corporations organized under the laws of the State of Florida.

ARTICLE V

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100) shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro

rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 559 Atlantic Boulevard, Suite 4, Atlantic Beach, FL 32233 and the name of the initial registered agent of this corporation at that address is Paul M. Eakin.

ARTICLE VIII
Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial board of directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Tracy Hofstetter	113 Natures Way Ponte Vedra Beach, FL 32082

ARTICLE IX
Officers

The names and street addresses of the officers of this

corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows: --

NAME

ADDRESS

Tracy Hofstetter
President, Secretary

113 Natures Way
Ponte Vedra Beach, FL 32082

ARTICLE X

Subscriber

The name and street address of the subscriber to these articles of incorporation is as follows:

NAME

ADDRESS

Paul M. Eakin

599 Atlantic Boulevard, Suite 4
Atlantic Beach, FL 32233

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal

any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

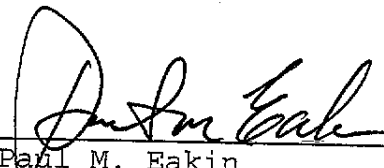
ARTICLE XIII
Corporation Business

The business of this corporation shall be conducted by a President, one (1) or more Vice-presidents, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valid as if legally called and notified. This corporation may prescribe and make such other provisions by proper by-laws as the corporation may desire for the regulation of the business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting, and regulating the powers of the corporation, the Directors and Stockholders, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates; provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the Subscriber and Incorporator has
hereunto set his hand and seal this 13 day of December, 2001.

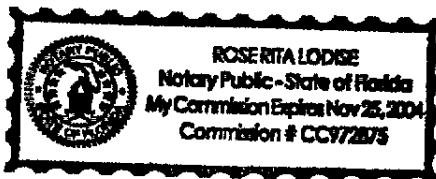

Paul M. Eakin


I hereby accept the designation of registered agent for
the above-mentioned corporation at the above-mentioned address,
city, and state.


Paul M. Eakin

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by
PAUL M. EAKIN, who is personally known to me and/or who has
produced N/A as identification and who
did/did not take an oath, this 13 day of December, 2001.




Notary Public
Printed Name: _____
My Commission Expires: _____

FILED
01 DEC 17 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA