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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NISI LAW FIRM

A Professional Association

Reply to:

Ginny Long, Paralegal
2003 Lake Howell Lane, Suite 101
Maitland, Florida 32751

Telephone: (407) 622-2550
Facsimile: (407) 622-2556
Internet: nisilawfirm@cfl.rr.com

February 12, 2003

VIA: Federal Express

Doris Brown
Corporate Records Bureau
Division of Corporations/Department of State
409 E. Gaines Street
Tallahassee FL 32314

**RE: Image, Inc., Image Enterprises, Inc. and
Image Records, Inc.**

Dear Ms. Brown:

I wanted to thank you again for your help on our most recent corporation filing (Landscape Resource Group, Inc.) I hope you don't mind that I am forwarding the enclosed directly to you for filing.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the following corporations:

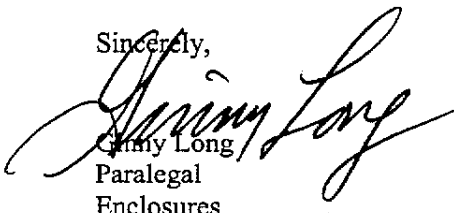
1. Image, Inc.
2. Image Enterprises, Inc., and
3. Image Records, Inc.

In addition, three (3) checks each in the amount of \$78.75 which covers the \$35.00 filing fee, \$8.75 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent for each corporation are enclosed.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return them to me in the enclosed addressed Federal Express package. Feel free to call if you have any questions.

Thanks again for all your help.

Sincerely,



Ginny Long
Paralegal
Enclosures

**ARTICLES OF INCORPORATION
OF
IMAGE RECORDS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **Image Records, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of Class A common stock at \$1.00 par value per share of which 750 shares shall be Class A Voting stock and of which 250 shares shall be Class A, fully participating, Non-Voting stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, voting rights or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, unless made in accordance with the terms and provisions of a Shareholder Agreement to be established by and among the Shareholders. Any Transfer of Shares not in strict compliance with such Agreement shall be null and void.

Each stock certificate issued by this corporation shall carry the following legend:

"The shares of stock represented hereby have not been registered pursuant to the Securities Act of 1933, as amended, or any state securities law. Neither these shares, nor any portion thereof or interest therein, may be sold, transferred or otherwise disposed of unless the same is registered and qualified in accordance with said act and any applicable state securities law, or in the opinion of counsel reasonably satisfactory to the Corporation as to counsel and substance, such registration and qualification are not required."

"ANY SALE, ASSIGNMENT, TRANSFER, PLEDGE, OR OTHER DISPOSITION OF THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE IS RESTRICTED BY AND SUBJECT TO THE TERMS AND PROVISIONS OF A SHAREHOLDERS' AGREEMENT DATED EFFECTIVE THE DATE OF SIGNING. A COPY OF SAID AGREEMENT IS ON FILE WITH THE SECRETARY OF THE CORPORATION. BY ACCEPTANCE OF SAID CERTIFICATE THE OWNER HEREOF AGREES TO BE BOUND BY THE TERMS OF SAID AGREEMENT".

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name(s) and address(es) of the individual(s) who shall serve as the Director(s) is/are:

Sean Hughes, 1036 Ridge Pointe Cove, Longwood, FL 32750
Dino J. DeRose, 1005 Longley Cove, Heathrow, FL 32746
William Ross Carmichael, 5530 Old Dixie Rd, Apt K-2, Forest Park, GA 30297

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

2003 Lake Howell Lane, Maitland, FL 32751

The name and address of the individual who shall serve as this corporation's initial registered agent is:

Frank P. Nisi, Jr.
2003 Lake Howell Lane, Maitland, FL 32751

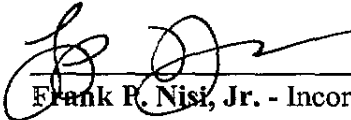
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:


Frank P. Nisi, Jr., 2003 Lake Howell Lane, Maitland, FL 32751

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

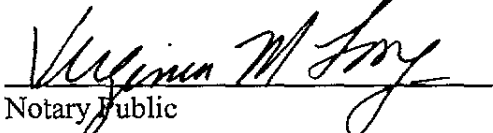

Frank P. Nisi, Jr. - Incorporator

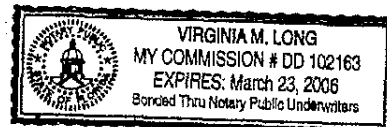
I hereby accept my designation as registered agent and agree to serve as the registered agent of **Image Records, Inc.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **Image Records, Inc.**


Frank P. Nisi, Jr. - Registered Agent

STATE OF FLORIDA
COUNTY OF SEMINOLE

On 2/7/03 Frank P. Nisi, Jr., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is (☒) personally known to me, or (☐) produced a Florida driver's license as identification, personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation of **Image Records, Inc.**


Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(SEAL)