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Knowles, Marks, Randolph  
(Requestor's Name)

215 S. Monroe Suite 110  
(Address)

(Address)

Tallahassee, FL 32310 222-3768  
(City/State/Zip/Phone #)

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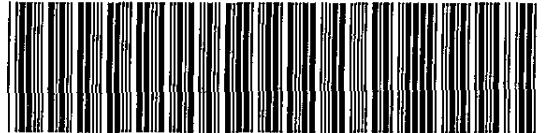
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

TS  
9/3/03

**ARTICLES OF INCORPORATION**  
**OF**  
**IMAGE MAKERS INTERNATIONAL PRODUCTIONS, INC.**

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be IMAGE MAKERS INTERNATIONAL PRODUCTIONS, INC.

**ARTICLE II**

The general character of the business to be transacted by this corporation is: to give professional instruction in the areas of modeling, dance character education, health and fitness, drama and theatre, stage productions, fashion and talent showcases.

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

To conduct or engage in professional, inspirational, and motivational cultural activities and productions.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock, each share having no par value. The initial authorized stock issued by this corporation shall be issued to the following individuals in the quantities shown below:

William M. Ellington, President / CEO:	275 shares
Kimberly Jones, Executive Vice-President / Secretary:	75 shares
Lori Livingston, Vice-President of Programs & Operations:	75 shares
Phillip Kirkland, Treasurer:	75 shares

William M. Ellington shall remain the majority stock holder. The Corporation shall have first right of refusal on stock of any withdrawing shareholder. The founding President / CEO, William M. Ellington, cannot be removed from office without a documented physical or mental disability which would prove detrimental to the best interests of the company.

#### ARTICLE IV

The minimum amount of the capital with which this corporation shall begin business Five Hundred Dollars (\$500.00).

#### ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI

The principal place of business of the corporation shall be 2636 Capital Circle, SE Tallahassee, Florida 32311.

#### ARTICLE VII

The names and addresses of the officers of this corporation, who, subject to the provisions of the Articles of Incorporation, and bylaws of this corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
William M. Ellington	President/CEO	2759 Raintree Circle Tallahassee, Florida 32308
Kimberly Jones	Executive Vice-President Secretary	804 Windward Lane Tallahassee, Florida 32305
Lori Livingston	Vice-President of Programs / Operations	2483 Cateau Lane Tallahassee, Florida 32311
Phillip Kirkland	Treasurer	2759 Raintree Circle Tallahassee, Florida 32308

#### ARTICLE VIII

This corporation shall have not more than four (4) directors who shall be responsible for managing the affairs of the corporation. The initial directors who have been duly qualified and elected in accordance with the corporation's bylaws shall be those persons listed above in Article VII. The directors will be elected at the annual meeting of the corporation.

#### ARTICLE IX

The corporation may have five (5) executive advisory board members and five (4) youth advisory board members. These members have no voting power and are non-stock holders. The advisory board is not responsible for managing the affairs of the corporation.

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TALLAHASSEE, FLORIDA

## ARTICLE X

The name and address of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William M. Ellington	2759 Raintree Circle Tallahassee, Florida 32308
Kimberly Jones	804 Windward Lane Tallahassee, Florida 32305
Lori Livingston	2483 Cateau Lane Tallahassee, Florida 32311
Phillip Kirkland	2759 Raintree Circle Tallahassee, Florida 32308


## ARTICLE XI

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 75 persons. Stock will be issued and transferred only to (I) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

## ARTICLE XII

These Articles of Incorporation may be amended in the manner provided in the by-laws of this Corporation.

IN WITNESS THEREOF, we, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals, this \_\_\_ day of August, 2003, for the purpose of forming this corporation to do business both within and without the State of Florida, and pursuant to the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

  
WILLIAM M. ELLINGTON

  
KIMBERLY JONES

  
PHILLIP KIRKLAND

  
LORI LIVINGSTON

STATE OF FLORIDA  
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 13<sup>th</sup> day of August, 2003, by WILLIAM M. ELLINGTON, who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 13<sup>th</sup> day of August, 2003.



Martha Ann Ruis  
Notary Signature

MARTHA ANN RUIS  
(PRINT NAME)  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

STATE OF FLORIDA  
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 19<sup>th</sup> day of August, 2003, by KIMBERLY JONES who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 19<sup>th</sup> day of Aug, 2003.

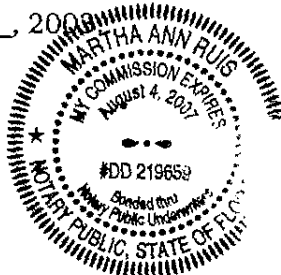


Lois Carolyn Graham  
Notary Signature  
Lois Carolyn Graham  
(PRINT NAME)  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

STATE OF FLORIDA  
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 13<sup>th</sup> day of August, 2003, by PHILLIP KIRKLAND, who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 13<sup>th</sup> day of August, 2003.



Martha Ann Ruis  
Notary Signature

MARTHA ANN RUIS  
(PRINT NAME)  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

STATE OF FLORIDA  
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 22<sup>nd</sup> day of August, 2003, by LORI LIVINGSTON, who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the State and County last aforesaid, this 22<sup>nd</sup> day of August, 2003.

Lori Carolyn Dyer  
Notary Signature



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

IMAGE MAKERS INTERNATIONAL PRODUCTIONS, INC.

2. The name and address of the registered agent and office is:

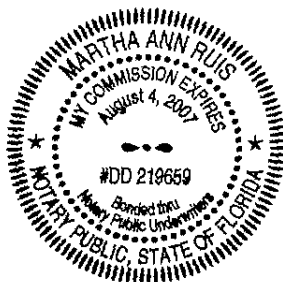
William M. Ellington  
2759 Raintree Circle  
Tallahassee, Florida 32308


*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.*

  
WILLIAM M. ELLINGTON

8/13/03  
DATE

Witness may hand and official seal in the County and State named above, this 13<sup>th</sup> day of August, 2003.



  
Notary Signature

**MARTHA ANN RUIS**  
(PRINT NAME)  
NOTARY PUBLIC  
MY COMMISSION EXPIRES

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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