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04 APR 26 PM 3:48
SEC. OF STATE
TALLAHASSEE, FLORIDA

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A PROFESSIONAL ASSOCIATION

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April 22, 2004

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for IMACS Franchising, Inc.
Our File: 5882.1000

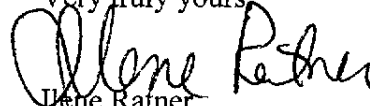
To Whom It May Concern:

I enclose an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above-referenced corporation.

The original is to be filed in your office and the copy certified should be returned to this office in the self-addressed stamped envelope provided herein. Also, I enclose a check in the amount of \$78.75 representing the filing fees.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,


Rene Ratner,
Legal Assistant

cc: Ronald N. Rosenwasser
Enclosures

**ARTICLES OF INCORPORATION
OF
IMACS FRANCHISING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
Name**

The name of the corporation is: IMACS Franchising, Inc.

**ARTICLE II.
Duration**

This corporation shall have a perpetual existence.

**ARTICLE III.
Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV.
Address**

The principal place of business or mailing address of this corporation shall be:

7435 NW 4th Street, Plantation, Florida 33317

**ARTICLE V.
Capital Stock**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

ARTICLE VI.
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7435 NW 4th Street, Plantation, Florida 33317, and the name of the initial registered agent of this corporation at the address is Terry Kaufman.

ARTICLE VII.
Initial Board of Directors

This corporation shall have the following number of directors initially: <1> . 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 name and address of the initial director of this corporation is:

Terry Kaufman
7435 NW 4th Street
Plantation, Florida 33317

ARTICLE VIII.
Incorporators

The name and address of the person signing these Articles of Incorporation is:

Terry Kaufman
7435 NW 4th Street
Plantation, Florida 33317


ARTICLE IX.
Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X.
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on 4/21/04


Terry Kaufman, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: IMACS Franchising, Inc.
2. The name and address of the registered agent and office are:

Terry Kaufman
7435 NW 4th Street
Plantation, Florida 33317

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.

Signature: Terry Kaufman
Date: 4/21/04

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