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03/09/04--01003--006 **87.50

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04 MAY -6 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W04-103910

The Image Company.
150 S Woodlawn Ave
Bartow, FL 33830
Telephone (863) 698-4641

March 3, 2004

Teresa Brown
Corporate Specialist
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of The Image Company

Enclosed is 2 copies of the Articles of Incorporation for The Image Company, and a check in the amount of \$87.50 for filing fees, certified copy, and certificate of status.

Please let me know if you need further information to assist us with incorporation. You may also contact Justin Tice at 863-698-4641 if you have questions about this incorporation. Thank you for your help.

Sincerely,


Justin Lee Tice
President

enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 15, 2004

JUSTIN LEE TICE
150 S WOODLAWN AVE
BARTOW, FL 33830

SUBJECT: THE IMAGE COMPANY
Ref. Number: W04000010390

We have received your document for THE IMAGE COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The RA acceptance needs to list Justin's name not David and Dustin. Please correct before resending.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 504A00017138

ARTICLES OF INCORPORATION

OF

FUSE MEDIA GROUP, INC

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following articles of incorporation.

ARTICLE I

The name of the corporation is:

FUSE MEDIA GROUP, INC

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TALLAHASSEE, FLORIDA

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is as follows:

(a) To engage in any commercial, industrial or agricultural enterprise, calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

(b) To purchase, sell, transfer, trade, finance and otherwise deal in all matters involved in the operation of such a business.

(c) To purchase, acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer and otherwise deal with real or personal property wherever situated.

(d) To do any and all of the acts and to exercise any and all of the powers now or hereafter authorized under the laws of the State of Florida to be done or exercised by corporations organized for profit.

(e) To do any and all of the things herein set forth and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers, or which shall appear to be conducive to or expedient for the protection or benefit of this corporation to the same extent as natural persons might or could do and in any part of the world, as principal, agent, contractor, or otherwise, and either alone or in association with other corporations, firms or individuals.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock having the par value of \$.01 per share all of which shall have full rights and privileges, including full voting rights, full participation in dividends, whether paid in cash or in rights, and all other rights and privileges normally and usually pertaining to the handling of the basic stock of a corporation.

Each share of capital stock shall be fully paid and non-assessable. It shall be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the corporation Board of Directors.

The judgment and decision of the Board of Directors of the corporation as to the value of property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons, whomsoever.

ARTICLE IV

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The principal place of business and mailing address of the corporation is established at 150 S Woodlawn Ave Bartow, FL 33830 and the name of the corporation's initial registered agent at that address Justin Lee Tice. The Board of Directors, at their discretion, may move the office to any other address in Florida, as well as establish other offices in Florida.

Meetings of the Stockholders and Directors of the corporation may be held within or without the State of Florida, and the place or places for holding of such meetings may be specified by the By-Laws or by the Board of Directors.

ARTICLE VI

The Board of Directors shall consist of not less than one nor more than ten members. They shall be elected by a majority vote of the stockholders or by appointment by the Board in a special Board meeting in the event that a stockholder meeting is not expedient as prescribed by the By-Laws. Vacancies

on the Board may be filled at any special meeting of the stockholders. No director need be a stockholder of the corporation. The directors shall hold their office after their election for a period of one year or until their successor is duly elected and qualified, subject to removal by the stockholders at any time with or without cause.

The Board of Directors have complete charge of the business of the corporation and shall have power to elect an executive committee and to delegate to it, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as it may be deemed advisable. The Board of Directors shall elect the officers of the corporation. No officer is required to be a stockholder of the corporation. All officers shall have such rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

ARTICLE VII

The name and address of the members of the first Board of Directors, subject to the By-Laws and these Articles of Incorporation or until successors are duly elected and qualified, shall be:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|--|
| David Wayne Cahill II | 150 S Woodlawn Ave Bartow, FL 33830 |
| Justin Lee Tice | 150 S Woodlawn Ave Bartow, FL 33830 |

ARTICLE VIII

The name and address of the officers who, subject to the By-Laws and these Articles of Incorporation, shall hold office for the first year of the existence of the corporation or until successors are duly elected and qualified, shall be:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------------------|-------------------------------------|
| David Wayne Cahill II Vice President | 150 S Woodlawn Ave Bartow, FL 33830 |
| Justin Lee Tice President | 150 S Woodlawn Ave Bartow, FL 33830 |

ARTICLE IX

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors by a majority vote of the Directors present at any regular meeting of the Board, or at any special meeting called for that purpose. The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by a new issue.

ARTICLE X

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of this corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporations, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction is a party or parties to or interested in such contract, act or

transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself for any firm, association or corporation in which he may in anywise be interested.

ARTICLE XI

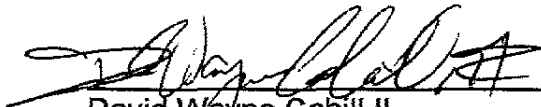
The corporation shall indemnify every Director for Officer, his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the corporation, or at its request of any other corporation of which it is a stockholder or creditor, and from which he is not entitled to be indemnified. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

ARTICLE XII

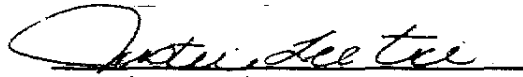
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at shareholders' meeting by the shareholders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XIII

The name and address of the incorporators of these Articles of Incorporation are:



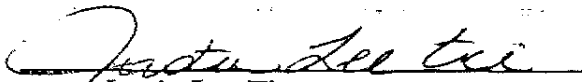
David Wayne Cahill II
150 S Woodlawn Ave
Bartow, FL 33830



Justin Lee Tice
150 S Woodlawn
Bartow, FL 33830

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process within the State of Florida upon Justin Lee Tice 150 S Woodlawn Ave, Bartow, FL 33830, does hereby accept the appointment as registered agent for the corporation.



Justin Lee Tice
President

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TALLAHASSEE, FLORIDA