

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

MAR 7 1995

BSA

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAK \_\_\_\_\_

WALK-IN Will Pick Up 37 12:00

RE: Action Plus Image

Tax

C.C. FEE. DISBURSED

Capital Express™  
 Fictitious Name Search  
 Annual Report/Reinstatement  
 Reg. Agent Service  
 Document Filing

4000014221884  
 03/07/95 01034 024  
 \*\*\*122.50\*\*\*122.50

Art. of Amend. Filing  
 Dissolution/Withdrawal  
 C U S -  
 Fictitious Name Filing

Name Reservation  
 Annual Report/Reinstatement  
 Reg. Agent Service  
 Document Filing

Corporate Kit  
 Vehicle Search  
 Driving Record  
 Document Retrieval

UCC 1 or 3 File  
 UCC 11 Search  
 UCC 11 Retrieval  
 File No.'s, Copies  
 Courier Service  
 Shipping/Handling  
 Phone ( )  
 Top Priority  
 Express Mail Prep.  
 FAX ( ) pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
ACTION PLUS IMAGE, INC.

FILED  
95 MAR -7 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be: ACTION PLUS IMAGE, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be:

1. Advertising, promotional consulting, image creation, graphic design and marketing; to take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other obligations and the evidences of indebtedness, payable at specified time or times, or

payable upon the happening of a specified event or events, secured or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the

powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

#### ARTICLE III

The amount of capital stock authorized for this corporation shall be One Hundred (100) shares of common stock with a par value of Five Dollars (\$5.00) per share. All of the authorized stock of this corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

#### ARTICLE IV

The amount of capital with which this corporation will begin business is Two Hundred Dollars (\$200.00).

#### ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

#### ARTICLE VI

The principal place of business of said corporation in the State of Florida is: 2033 Main Street, Suite 104, Sarasota, Florida 34237. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors of this corporation may be increased or decreased from time to time by the Bylaws of this corporation, but the number of directors shall never be less than one (1) nor more than three (3).

#### ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and the officers of this corporation who shall hold office for the first year of the existence of this corporation or until their successors are elected, and the respective offices which they will hold, are:

Name	Address	Office
RICHARD H. STORM	988 Boulevard of the Arts, Sarasota, Florida 34236	President/Director
MARELLA RIVOLTA	215 Robin Drive, Sarasota, Florida 34277	Vice President/Director
JOSEPH P. VENABLE	1400 4th Avenue West, Bradenton, Florida 34205	Vice President
LORENZO RIVOLTA	215 Robin Drive, Sarasota, Florida 34277	Treasurer/Director
PIERO RIVOLTA	2033 Main Street, Suite 104, Sarasota, Florida 34237	Secretary

#### ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, and the statement of the number of shares of stock, and the value of the consideration therefor which each agrees to take is:

Name	Address	Shares	Value
JOSEPH P. VENABLE	1400 4th Avenue West Bradenton, Florida 34205	20	\$100.00

#### ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by

one or more of the stockholders of this corporation. Any question or motion or action of the stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote thereon. The Bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation. No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office or being a director or agent of this corporation. Vacancies in the officers and directors of this corporation shall be filled as prescribed in the Bylaws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating for profit under the laws of the State of Florida appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be increased, deleted or changed by the Bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto. Any action taken by the corporation may be ratified by a writing signed by all of the stockholders, thereby dispensing with the formalities of special and annual meetings of the stockholders and directors.

#### ARTICLE XI

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 104, Sarasota, Florida 34237 and the name of the initial registered agent of this corporation is JOSEPH P. VENABLE.

IN WITNESS WHEREOF, the undersigned, each a natural person competent to contract, being the original subscribers of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby

declaring that the matters herein stated are true and they do respectively agree to take the number of shares of stock for the value of the consideration above set forth, and do accordingly set their hands and seals this 1st day of March, 1995.

Signed, Sealed and Delivered  
In the Presence Of:

Lisa A. Sanford

Brenda Magaña  
As to the Signature of the  
Subscriber

JOSEPH P. VENABLE

SUBSCRIBER

STATE OF FLORIDA

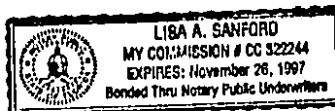
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOSEPH P. VENABLE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is well known to me and produced as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of March, 1995.

Lisa A. Sanford  
Notary Public

My Commission Expires:



**CERTIFICATE OF REGISTERED OFFICE  
AND DESIGNATION OF REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of ACTION PLUS IMAGE, INC., a corporation duly organized and existing under the laws of the State of Florida is: 2033 Main Street, Suite 104, Sarasota, Florida 34237.

2. The Registered Office of this corporation is: 2033 Main Street, Suite 104, Sarasota, Florida 34237.

3. The Registered Agent of this corporation is:

Name	Address
JOSEPH P. VENABLE	1400 4th Avenue West Bradenton, Florida 34205

4. The name and address and respective office of each member of the Board of Directors of this corporation are:

Name	Address	Office
RICHARD H. STORM	988 Boulevard of the Arts, Sarasota, Florida 34236	President/Director
MARELLA RIVOLTA	215 Robin Drive, Sarasota, Florida 34277	Vice President/Director
JOSEPH P. VENABLE	1400 4th Avenue West, Bradenton, Florida 34205	Vice President
LORENZO RIVOLTA	215 Robin Drive, Sarasota, Florida 34277	Treasurer/Director
PIERO RIVOLTA	2033 Main Street, Suite 104, Sarasota, Florida 34237	Secretary



5. The name and address of each subscriber to these Articles of Incorporation are:

Name	Address
JOSEPH P. VENABLE	1400 4th Avenue West Bradenton, Florida 34205

ACTION PLUS IMAGE, INC.

By: 

JOSEPH P. VENABLE  
Corporate Officer

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept such designation to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
JOSEPH P. VENABLE  
REGISTERED AGENT

FILED  
MAR -7 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA