

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



Handwritten: P1500024192

ACCOUNT NO. : 072100000032

REFERENCE : 565589 87478

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : March 24, 1995

ORDER TIME : 9:24 AM

ORDER NO. : 565589

CUSTOMER NO: 87478

CUSTOMER: Gail M. Mulligan, Legal Asst
HERZFELD & RUBIN

Suite 400
7000 West Palmetto Park Road
Boca Raton, FL 33433

500001438705
-03/24/95--01019--023
***122.50 ***122.50

DOMESTIC FILING

Handwritten: NAME: L'IMAGE, INC. of America, Inc.

Handwritten: 6562
Handwritten: 2091 5-27-94

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN MAR 27 1995

Handwritten: 3-24-95
02/4

FILED
95 MAR 24 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 MAR 27 AM 10:14
DIVISION OF CORPORATION

March 24, 1995

use file date

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: L'IMAGE, INC.
Ref. Number: W95000006562

resubmit 3-27-95

We have received your document for L'IMAGE, INC. and your check(s) totaling \$122.50. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 695A00013425

ARTICLES OF INCORPORATION
OF
L'IMAGE OF AMERICA, INC.

FILED
95 MAR 24 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:
L'IMAGE OF AMERICA, INC. (the "Corporation")

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

B. Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that

which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is P.O. Box 7393, Delray Beach, Florida 33484. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

Robert Gordon - P.O. Box 7393
Delray Beach, Florida 33484

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Robert Gordon, P.O. Box 7393, Delray Beach, Florida 33484.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Gregory J. Ritter, Esquire.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of March, 1994.

Robert Gordon
Robert Gordon

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23rd day of March, 1994, by ROBERT GORDON as incorporator to these Articles, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

My Commission Expires:

Gail M. Mulligan
Gail M. Mulligan
Notary Public, State of Florida



[SEAL]

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 MAR 24 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the
following is submitted:

L'IMAGE OF AMERICA, INC.

, a corporation being organized under the laws of
the State of Florida, designates 7000 West Palmetto Park Road,
Suite 400, Boca Raton, Florida 33433, as its registered office and
has named GREGORY J. RITTER as its agent to accept service of
process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for L'IMAGE,
INC. at the place designated in this Certificate, I hereby agree to
act in such capacity and agree to comply with the provisions of
said Act with respect to keeping such office open.

By: 

REGISTERED AGENT