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OF COUNSEL  
JOSEPH E. NEDUCHAL  
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8810 S. W. STATE ROAD 200  
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PHONE: (904) 854-4011  
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REPLY TO:

May 2, 1995

Secretary of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: INTELLECT MULTIMEDIA GROUP, INC.

Gentlemen:

Enclosed herewith is the executed original and one copy of the Articles of Incorporation for the above-referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	\$35.00
TOTAL	\$122.50

Please return the Certified Copy to me.

Thank you for your kind cooperation.

Very truly yours

*H. James Brett*

H. James Brett

cc  
Enclosures

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY -4 PM 5:27

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\*\*\*122.50 \*\*\*122.50

ARTICLES OF INCORPORATION  
OF  
INTELLECT MULTIMEDIA GROUP, INC.

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be:

INTELLECT MULTIMEDIA GROUP, INC.

Article II - Purpose

The general purpose for which the Corporation is organized is to include the transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article III - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

Article IV - Capital Stock

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Article V - Initial Corporate Principal Office Address  
and Registered Office Address and Agent

The Corporation's principal office, mailing address, and the  
Registered Office address of this Corporation is:

2540 Crawford Drive  
Sanford, Florida 32771

and the name of the Registered Agent at that address is:

RICHARDIO R. TAYLOR

Article VI - Initial Board of Directors

This Corporation shall have three Directors initially. The  
number of Directors may be either increased or diminished from  
time to time by the Bylaws, but shall never be less than one and  
not more than five. The names and addresses of the initial  
Directors of this Corporation are as follows:

ALEX RUBIO  
13910 Lake Success Place  
Miami Lakes, Florida 33014

FRANK W. SUTERA  
1015 SW 9th Street  
Apartment D-2  
Gainesville, Florida 32601

RICHARDIO R. TAYLOR  
2540 Crawford Drive  
Sanford, Florida 32771

Article VII - Incorporator

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

ALEX RUBIO  
13910 Lake Success Place  
Miami Lakes, Florida 33014

Article VIII - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of May, 1995.

  
\_\_\_\_\_  
ALEX RUBIO

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. HE IS FAMILIAR WITH, AND ACCEPTS THE OBLIGATIONS OF THAT POSITION.

DATED THIS 2 DAY OF MAY, 1995.

  
\_\_\_\_\_  
RICHARDIO R. TAYLOR

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared ALEX RUBIO, who has produced well known to me as identification, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of INTELLECT MULTIMEDIA GROUP, INC., and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2<sup>nd</sup> day of May, 1995.

  
NOTARY PUBLIC

Cynthia A. Craig

My Commission Expires:



CYNTHIA A. CRAIG  
MY COMMISSION # CC 156916 EXPIRES  
October 31, 1995  
BONDED THRU TROY FAIR INSURANCE, INC.

95 MAY -4 PM 5:07  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS