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FILED

95 MAY 24 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 27, 1995

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

300001470123

-05/01/95--01093--006

****122.50 ****122.50

Please find enclosed our check in the amount of \$122.50 to cover the fees for Certificate of Status and Certified Articles of Incorporation on the following corporation:

E. Image
27-214 Arbor Club Drive
Ponte Vedra Beach, FL 32082

Please send this information to my attention at 8340 Chason Road East, Jacksonville, FL 32244. Thank you for your help.

Sincerely,

Matthew J. Waters

Matthew J. Waters
Chairman

Enclosure

PA 65-24

503, 615
W95-9561



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1995

MATTHEW J. WATERS
27-214 ARBOR CLUB DRIVE
PONTE VEDRA BEACH, FL 32082

SUBJECT: E. IMAGE
Ref. Number: W95000009561

We have received your document for E. IMAGE 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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 895A00022132

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is E.Image, Inc.
2. Duration. The period of its duration is perpetual.
3. Purpose. The purpose of this corporation is to engage in activities or business permitted under the law of the United States and Florida. Specifically, it is intended that this corporation will provide communication services and products. These will include electronic and multimedia design, exhibits, publications, training development and communications consulting.
4. Capital Stock. The corporation is authorized to issue 100 shares, all of one class, at \$10 par value per share.
5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows (the principal address will be the same):

Brian T. Stegner

27-214 Arbor Club Drive

Ponte Vedra Beach, FL 32082
6. Initial Board of Directors. This corporation shall have two directors initially. The number of directors may be increased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than two. The names and addresses of the directors of this corporation are:

Brian T. Stegner
27-214 Arbor Club Drive
Ponte Vedra Beach, FL 32082

and

Matthew J. Waters
8340 Chason Road East
Jacksonville, FL 32244

7. Incorporators. The names and addresses of the incorporators signing these Articles of Incorporation are:

Brian T. Stegner, President
27-214 Arbor Club Drive
Ponte Vedra Beach, FL 32082

and


Matthew J. Waters, Chairman
8340 Chason Road East
Jacksonville, FL 32244

8. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 26 day of April, 1995.



Brian T. Stegner, Incorporator



Matthew J. Waters, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: E. IMAGE, INC.

2. The name and address of the registered agent and office is:

BRIAN T. STEGNER
(Name)
27-214 ARBOR CLUB DRIVE
(P.O. Box NOT acceptable)
PONTE VEDRA BEACH, FL 32082
(City/State/Zip)

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SECRETARY OF STATE

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 Brian T Stegner
DATE May 5, 1995

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314