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LAW OFFICE OF  
**KEITH F. ROBERTS**  
ATTORNEY AND COUNSELOR AT LAW  
201 North MacDill Avenue  
Tampa, Florida 33609  
Tel. 813.874.7020  
Fax. 813.872.9219

May 24, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
MAY 24 1995

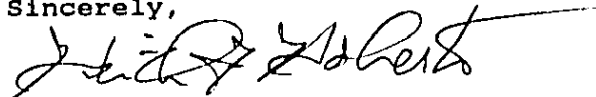
Re: Just Imagine, Inc.  
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation and a check in the amount of \$122.50 to cover the filing fee, Registered Agent Designation fee, and for a Certified copy.

I would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Sincerely,



Susan Marshall, Legal Assistant to  
Keith F. Roberts, Esquire

KFR/sem  
Enclosure

6/1/95  
JF

**ARTICLES OF INCORPORATION  
OF**

**JUST IMAGINE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: JUST IMAGINE, INC. The principal place of business shall be 1924 Chesapeake Court, Oldsmar, Florida 34677, Pinellas County.

**ARTICLE II. NATURE OF BUSINESS**

This corporation is formed to act, without limitation, as booking agent, broker, and promoter of and for dancers and other entertainers, who are independent contractors. This corporation may additionally engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 1924 Chesapeake Court, Oldsmar, Florida 34677, Pinellas County and the name of the initial registered agent of the corporation at that address is DIANE M. SMITH.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

The Board of Directors shall consist of not fewer than one (1) nor more than seven (7) person(s). The name and street address of the initial Director of the corporation, who shall hold that position for the first year of the corporation or until such earlier time as she may resign or be removed from such position as provided by the corporation's by-laws, is:

Diane M. Smith  
Director

1924 Chesapeake Court  
Oldsmar, Florida 34677

**ARTICLE VII. OFFICERS**

The names and street addresses of the initial officers who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Diane M. Smith President	1924 Chesapeake Court Oldsmar, Florida 34677
Paul J. Smith Secretary/Treasurer	1619 Owen Drive Clearwater, Florida 34619

**ARTICLE VIII. SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

Diane M. Smith	1924 Chesapeake Court Oldsmar, Florida 34677
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**ARTICLE IX. SHAREHOLDER'S PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE X. SPECIAL PROVISIONS**

It is the intent of the incorporators that the corporation may qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

IN WITNESS WHEREOF the undersigned has hereunto set his hand and seal on this 24<sup>th</sup> day of May, 1995.

Diane M. Smith  
DIANE M. SMITH  
Subscriber/President

STATE OF FLORIDA                    )  
  ) ss.  
COUNTY OF HILLSBOROUGH        )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of May, 1995.

Susan Marshall  
NOTARY PUBLIC  
State of Florida at Large  
My Comm Exp. 4-20-96  
Bonded By Service Ins. Co.  
No. CC193056, 19\_\_.

My Commission Expires: \_\_\_\_\_

Personally known X or Produced Identification \_\_\_\_\_

Identification Produced: \_\_\_\_\_

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the designation of registered agent as provided in the Articles of Incorporation of JUST IMAGINE, INC.

Dated this 24 day of May, 1995.

Diane M. Smith  
DIANE M. SMITH